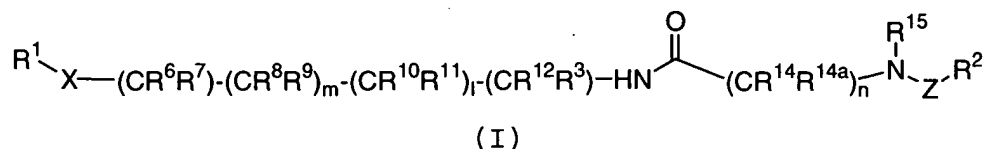


## AMENDMENTS TO THE CLAIMS

1. (CURRENTLY AMENDED) A compound of Formula (I)



5 or a stereoisomer or a pharmaceutically acceptable salt thereof, wherein:

Z is selected from a bond, -C(O)-, -C(O)NH-, -C(S)NH-,  
-SO<sub>2</sub>-, and -SO<sub>2</sub>NH-;

10

X is selected from -NR<sup>17</sup>-, -O-, and -CHR<sup>16</sup>NR<sup>17</sup>-;

R<sup>1</sup> is selected from a C<sub>6-10</sub> aryl group substituted with  
0-5 R<sup>4</sup>;

15

R<sup>2</sup> is selected from a C<sub>6-10</sub> aryl group substituted with  
0-5 R<sup>5</sup>;

20

R<sup>3</sup> is selected from H, (CRR)<sub>q</sub>OH, (CRR)<sub>q</sub>SH, (CRR)<sub>q</sub>OR<sup>3d</sup>,  
(CRR)<sub>q</sub>S(O)<sub>p</sub>R<sup>3d</sup>, (CRR)<sub>r</sub>C(O)R<sup>3b</sup>, (CRR)<sub>q</sub>NR<sup>3a</sup>R<sup>3a</sup>,  
(CRR)<sub>r</sub>C(O)NR<sup>3a</sup>R<sup>3a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>3a</sup>OR<sup>3d</sup>,  
(CRR)<sub>q</sub>SO<sub>2</sub>NR<sup>3a</sup>R<sup>3a</sup>, (CRR)<sub>r</sub>C(O)OR<sup>3d</sup>, a (CRR)<sub>r</sub>-C<sub>3-10</sub>  
carbocyclic residue substituted with 0-5 R<sup>3e</sup>, and  
a (CRR)<sub>r</sub>-5-10 membered heterocyclic system  
25 containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-3 R<sup>3e</sup>;

with the proviso that R<sup>3</sup> is not H if R<sup>6</sup> is H;

30

R<sup>3a</sup>, at each occurrence, is independently selected from  
H, methyl substituted with 0-1 R<sup>3c</sup>, C<sub>2-6</sub> alkyl

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substituted with 0-3  $R^{3e}$ ,  $C_{3-8}$  alkenyl substituted  
with 0-3  $R^{3e}$ ,  $C_{3-8}$  alkynyl substituted with 0-3  
 $R^{3e}$ ,  $(CH_2)_rC_{3-6}$  cycloalkyl, a  $(CH_2)_rC_{3-10}$   
carbocyclic residue substituted with 0-5  $R^{3e}$ , and  
5 a  $(CH_2)_r$ -5-10 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-3  $R^{3e}$ ;

$R^{3b}$ , at each occurrence, is independently selected from  
10  $C_{1-6}$  alkyl substituted with 0-3  $R^{3e}$ ,  $C_{2-8}$  alkenyl  
substituted with 0-3  $R^{3e}$ ,  $C_{2-8}$  alkynyl substituted  
with 0-3  $R^{3e}$ , a  $(CH_2)_rC_{3-6}$  carbocyclic residue  
substituted with 0-2  $R^{3e}$ , and a  $(CH_2)_r$ -5-6  
membered heterocyclic system containing 1-4  
15 heteroatoms selected from N, O, and S, substituted  
with 0-3  $R^{3e}$ ;

$R^{3c}$  is independently selected from  $-C(O)R^{3b}$ ,  $-C(O)OR^{3d}$ ,  
 $-C(O)NR^{3f}R^{3f}$ , and  $(CH_2)_r$ phenyl;

20  $R^{3d}$ , at each occurrence, is independently selected from  
H, methyl,  $-CF_3$ ,  $C_{2-6}$  alkyl substituted with 0-3  
 $R^{3e}$ ,  $C_{3-6}$  alkenyl substituted with 0-3  $R^{3e}$ ,  $C_{3-6}$   
alkynyl substituted with 0-3  $R^{3e}$ , a  $C_{3-10}$   
25 carbocyclic residue substituted with 0-3  $R^{3e}$ , and  
a  $(CH_2)_r$ -5-6 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-3  $R^{3e}$ ;

## AMENDMENTS TO THE CLAIMS

$R^{3e}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $C_{3-6}$  cycloalkyl, Cl, F, Br, I, CN,  $NO_2$ ,  $(CF_2)_rCF_3$ ,  $(CH_2)_rOC_{1-5}$  alkyl, OH, SH,  $(CH_2)_rSC_{1-5}$  alkyl,  $(CH_2)_rNR^{3f}R^{3f}$ , and  
5  $(CH_2)_rphenyl$ ;

$R^{3f}$ , at each occurrence, is selected from H,  $C_{1-6}$  alkyl, and  $C_{3-6}$  cycloalkyl;

10 R, at each occurrence, is independently selected from H,  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_rC_{3-6}$  cycloalkyl,  $(CHR)_rC(O)NR^{3a}R^{3a}$ , and  $(CHR)_rC(O)OR^{3d}$ , and  $(CH_2)_rphenyl$  substituted with  $R^{3e}$ ;

15

$R^4$ , at each occurrence, is selected from  $C_{1-8}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_rC_{3-6}$  cycloalkyl, Cl, Br, I, F,  $NO_2$ , CN,  $(CR'R')_rNR^{4a}R^{4a}$ ,  $(CR'R')_rOH$ ,  $(CR'R')_rO(CR'R')_rR^{4d}$ ,  $(CR'R')_rSH$ ,  $(CR'R')_rC(O)H$ ,  
20  $(CR'R')_rS(CR'R')_rR^{4d}$ ,  $(CR'R')_rC(O)OH$ ,  $(CR'R')_rC(O)(CR'R')_rR^{4b}$ ,  $(CR'R')_rC(O)NR^{4a}R^{4a}$ ,  $(CR'R')_rNR^{4f}C(O)(CR'R')_rR^{4b}$ ,  $(CR'R')_rC(O)O(CR'R')_rR^{4d}$ ,  $(CR'R')_rOC(O)(CR'R')_rR^{4b}$ ,  $(CR'R')_rNR^{4f}C(O)O(CR'R')_rR^{4d}$ ,  $(CR'R')_rOC(O)NR^{4a}R^{4a}$ ,  
25  $(CR'R')_rNR^{6a}C(S)NR^{6a}(CR'R')_rR^{6d}$ ,  $(CR'R')_rNR^{4a}C(O)NR^{4a}R^{4a}$ ,  $(CR'R')_rC(=NR^{4f})NR^{4a}R^{4a}$ ,  $(CR'R')_rNHC(=NR^{4f})NR^{4f}R^{4f}$ ,  $(CR'R')_rS(O)_p(CR'R')_rR^{4b}$ ,  $(CR'R')_rS(O)_2NR^{4a}R^{4a}$ ,  $(CR'R')_rNR^{6f}S(O)_2NR^{6a}R^{6a}$ ,  
30  $(CR'R')_rNR^{4f}S(O)_2(CR'R')_rR^{4b}$ ,  $C_{1-6}$  haloalkyl,  $C_{2-8}$  alkenyl substituted with 0-3  $R'$ ,  $C_{2-8}$  alkynyl

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substituted with 0-3 R', and (CR'R')<sub>r</sub>phenyl  
substituted with 0-3 R<sup>4e</sup>;

alternatively, two R<sup>4</sup> on adjacent atoms on R<sup>1</sup> may join  
5 to form a cyclic acetal;

R<sup>4a</sup>, at each occurrence, is independently selected from  
H, methyl substituted with 0-1R<sup>4g</sup>, C<sub>2-6</sub> alkyl  
substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkenyl substituted  
10 with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2  
R<sup>5e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted  
with 0-5 R<sup>4e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered  
heterocyclic system containing 1-4 heteroatoms  
selected from N, O, and S, substituted with 0-2  
15 R<sup>4e</sup>;

R<sup>4b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl  
substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkenyl substituted  
with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2  
20 R<sup>5e</sup>, a (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> carbocyclic residue substituted  
with 0-3 R<sup>4e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered  
heterocyclic system containing 1-4 heteroatoms  
selected from N, O, and S, substituted with 0-2  
R<sup>4e</sup>;

25  
R<sup>4d</sup>, at each occurrence, is selected from C<sub>3-8</sub> alkenyl  
substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkynyl substituted  
with 0-2 R<sup>5e</sup>, methyl, CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted  
with 0-3 R<sup>4e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue  
30 substituted with 0-3 R<sup>4e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6  
membered heterocyclic system containing 1-4

## AMENDMENTS TO THE CLAIMS

heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>4e</sup>;

R<sup>4e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>4f</sup>R<sup>4f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

R<sup>4f</sup>, at each occurrence, is selected from H, C<sub>1-5</sub> alkyl, and C<sub>3-6</sub> cycloalkyl, and phenyl;

R<sup>4g</sup> is independently selected from -C(O)R<sup>4b</sup>, -C(O)OR<sup>4d</sup>, -C(O)NR<sup>4f</sup>R<sup>4f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

15

R<sup>5</sup>, at each occurrence, is selected from C<sub>1-8</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F, NO<sub>2</sub>, CN, (CR'R')<sub>r</sub>NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>OH, (CR'R')<sub>r</sub>O(CR'R')<sub>r</sub>R<sup>5d</sup>, (CR'R')<sub>r</sub>SH, (CR'R')<sub>r</sub>C(O)H, (CR'R')<sub>r</sub>S(CR'R')<sub>r</sub>R<sup>5d</sup>, (CR'R')<sub>r</sub>C(O)OH, (CR'R')<sub>r</sub>C(O)(CR'R')<sub>r</sub>R<sup>5b</sup>, (CR'R')<sub>r</sub>C(O)NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>NR<sup>5f</sup>C(O)(CR'R')<sub>r</sub>R<sup>5b</sup>, (CR'R')<sub>r</sub>C(O)O(CR'R')<sub>r</sub>R<sup>5d</sup>, (CR'R')<sub>r</sub>OC(O)(CR'R')<sub>r</sub>R<sup>5b</sup>, (CR'R')<sub>r</sub>NR<sup>5f</sup>C(O)O(CR'R')<sub>r</sub>R<sup>5d</sup>, (CR'R')<sub>r</sub>OC(O)NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>NR<sup>5a</sup>C(O)NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>C(=NR<sup>5f</sup>)NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>NHC(=NR<sup>5f</sup>)NR<sup>5f</sup>R<sup>5f</sup>, (CR'R')<sub>r</sub>S(O)<sub>p</sub>(CR'R')<sub>r</sub>R<sup>5b</sup>, (CR'R')<sub>r</sub>S(O)<sub>2</sub>NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>NR<sup>5a</sup>S(O)<sub>2</sub>NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>NR<sup>5f</sup>S(O)<sub>2</sub>(CR'R')<sub>r</sub>R<sup>5b</sup>, C<sub>1-6</sub> haloalkyl, C<sub>2-8</sub> alkenyl substituted with 0-3 R', C<sub>2-8</sub> alkynyl substituted with 0-3 R', and (CR'R')<sub>r</sub>phenyl substituted with 0-3 R<sup>5e</sup>;

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alternatively, two R<sup>5</sup> on adjacent atoms on R<sup>2</sup> may join to form a cyclic acetal;

5 R<sup>5a</sup>, at each occurrence, is independently selected from H, methyl substituted with 0-1 R<sup>5g</sup>, C<sub>2-6</sub> alkyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>5e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted  
10 with 0-5 R<sup>5e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>5e</sup>;

15 R<sup>5b</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>5e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-3 R<sup>5e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6  
20 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>5e</sup>;

R<sup>5d</sup>, at each occurrence, is independently selected from  
25 C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>5e</sup>, methyl, CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>5e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>5e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system  
30 containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>5e</sup>;

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R<sup>5e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>5f</sup>R<sup>5f</sup>, and  
5 (CH<sub>2</sub>)<sub>r</sub>phenyl;

R<sup>5f</sup>, at each occurrence, is selected from H, C<sub>1-5</sub> alkyl, and C<sub>3-6</sub> cycloalkyl, and phenyl;

10 R<sup>5g</sup> is independently selected from -C(O)R<sup>5b</sup>, -C(O)OR<sup>5d</sup>, -C(O)NR<sup>5f</sup>R<sup>5f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

R', at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, and (CH<sub>2</sub>)<sub>r</sub>phenyl substituted with R<sup>5e</sup>;  
15

R<sup>6</sup>, is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, (CRR)<sub>q</sub>OH, (CRR)<sub>q</sub>SH, (CRR)<sub>q</sub>OR<sup>6d</sup>, (CRR)<sub>q</sub>S(O)<sub>p</sub>R<sup>6d</sup>, (CRR)<sub>r</sub>C(O)R<sup>6b</sup>, (CRR)<sub>r</sub>NR<sup>6a</sup>R<sup>6a</sup>,  
20 (CRR)<sub>r</sub>C(O)NR<sup>6a</sup>R<sup>6a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>6a</sup>OR<sup>6d</sup>, (CRR)SO<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CRR)<sub>r</sub>C(O)OR<sup>6d</sup>, a (CRR)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>6e</sup>, and a (CRR)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and  
25 S, substituted with 0-3 R<sup>6e</sup>;

alternatively, R<sup>6</sup> and R<sup>7</sup> join to form a C<sub>3-6</sub> cycloalkyl substituted with 0-2 R<sup>6g</sup>, a 5-6 membered ring lactam substituted with 0-2 R<sup>6g</sup>, or a 5-6 membered ring lactone substituted with 0-2 R<sup>6g</sup>;  
30

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- $R^{6a}$ , at each occurrence, is independently selected from H, methyl,  $C_{2-6}$  alkyl substituted with 0-3  $R^{6e}$ ,  $C_{3-8}$  alkenyl substituted with 0-3  $R^{6e}$ ,  $C_{3-8}$  alkynyl substituted with 0-3  $R^{6e}$ ,  $(CH_2)_rC_{3-6}$  cycloalkyl, a  
5  $(CH_2)_r-C_{3-10}$  carbocyclic residue substituted with 0-5  $R^{6e}$ , and a  $(CH_2)_r-5-10$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{6e}$ ;
- 10  $R^{6b}$ , at each occurrence, is independently selected from  $C_{1-6}$  alkyl substituted with 0-3  $R^{6e}$ ,  $C_{2-8}$  alkenyl substituted with 0-3  $R^{6e}$ ,  $C_{2-8}$  alkynyl substituted with 0-3  $R^{6e}$ , a  $(CH_2)_r-C_{3-6}$  carbocyclic residue substituted with 0-2  $R^{6e}$ , and a  $(CH_2)_r-5-6$   
15 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{6e}$ ;
- $R^{6d}$ , at each occurrence, is independently selected from  
20 H, methyl,  $-CF_3$ ,  $C_{2-6}$  alkyl substituted with 0-3  $R^{6e}$ ,  $C_{3-6}$  alkenyl substituted with 0-3  $R^{6e}$ ,  $C_{3-6}$  alkynyl substituted with 0-3  $R^{6e}$ , a  $C_{3-10}$  carbocyclic residue substituted with 0-3  $R^{6e}$ , and a  $(CH_2)_r-5-6$  membered heterocyclic system  
25 containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{6e}$ ;
- $R^{6e}$ , at each occurrence, is independently selected from  
30  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $C_{3-6}$  cycloalkyl, Cl, F, Br, I, CN,  $NO_2$ ,  $(CF_2)_rCF_3$ ,



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(CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, -O-C<sub>1-6</sub> alkyl, SH,  
(CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>6f</sup>R<sup>6f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

5 R<sup>6f</sup>, at each occurrence, is independently selected from  
H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

R<sup>6g</sup> is selected from (CHR)<sub>q</sub>OH, (CHR)<sub>q</sub>SH, (CHR)<sub>q</sub>OR<sup>6d</sup>,  
(CHR)<sub>q</sub>S(O)<sub>p</sub>R<sup>6d</sup>, (CHR)<sub>r</sub>C(O)R<sup>6b</sup>, (CHR)<sub>q</sub>NR<sup>6a</sup>R<sup>6a</sup>,  
(CHR)<sub>r</sub>C(O)NR<sup>6a</sup>R<sup>6a</sup>, (CHR)<sub>r</sub>C(O)NR<sup>6a</sup>OR<sup>6d</sup>,  
10 (CHR)<sub>q</sub>SO<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CHR)<sub>r</sub>C(O)OR<sup>6d</sup>, and a (CHR)<sub>r</sub>-C<sub>3-10</sub>  
carbocyclic residue substituted with 0-5 R<sup>6e</sup>;

R<sup>7</sup>, is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub>  
alkynyl, (CRR)<sub>q</sub>OH, (CRR)<sub>q</sub>SH, (CRR)<sub>q</sub>OR<sup>7d</sup>,  
15 (CRR)<sub>q</sub>S(O)<sub>p</sub>R<sup>7d</sup>, (CRR)<sub>r</sub>C(O)R<sup>7b</sup>, (CRR)<sub>r</sub>NR<sup>7a</sup>R<sup>7a</sup>,  
(CRR)<sub>r</sub>C(O)NR<sup>7a</sup>R<sup>7a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>7a</sup>OR<sup>7d</sup>,  
(CRR)<sub>q</sub>SO<sub>2</sub>NR<sup>7a</sup>R<sup>7a</sup>, (CRR)<sub>r</sub>C(O)OR<sup>7d</sup>, a (CRR)<sub>r</sub>-C<sub>3-10</sub>  
carbocyclic residue substituted with 0-5 R<sup>7e</sup>, and  
a (CRR)<sub>r</sub>-5-10 membered heterocyclic system  
20 containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-3 R<sup>7e</sup>;

R<sup>7a</sup>, at each occurrence, is independently selected from  
H, methyl, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>7e</sup>,  
25 C<sub>3-8</sub> alkenyl substituted with 0-3 R<sup>7e</sup>, C<sub>3-8</sub> alkynyl  
substituted with 0-3 R<sup>7e</sup>, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, a  
(CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with  
0-5 R<sup>7e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic

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system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>7e</sup>;

R<sup>7b</sup>, at each occurrence, is independently selected from  
5 C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>7e</sup>, C<sub>2-8</sub> alkenyl substituted with 0-3 R<sup>7e</sup>, C<sub>2-8</sub> alkynyl substituted with 0-3 R<sup>7e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>7e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6  
10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>7e</sup>;

R<sup>7d</sup>, at each occurrence, is independently selected from  
H, methyl, -CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3  
15 R<sup>7e</sup>, C<sub>3-6</sub> alkenyl substituted with 0-3 R<sup>7e</sup>, C<sub>3-6</sub> alkynyl substituted with 0-3 R<sup>7e</sup>, a C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>7e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system  
20 containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>7e</sup>;

R<sup>7e</sup>, at each occurrence, is independently selected from  
C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>,  
25 (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, -O-C<sub>1-6</sub> alkyl, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>7f</sup>R<sup>7f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

R<sup>7f</sup>, at each occurrence, is independently selected from  
H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

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$R^8$  is selected from H,  $C_{1-6}$  alkyl,  $C_{2-6}$  alkenyl,  $C_{2-6}$

alkynyl,  $(CRR)_rOH$ ,  $(CRR)_rSH$ ,  $(CRR)_rOR^{8d}$ ,

$(CRR)_rS(O)_pR^{8d}$ ,  $(CRR)_rC(O)R^{8b}$ ,  $(CRR)_rNR^{8a}R^{8a}$ ,

$(CRR)_rC(O)NR^{8a}R^{8a}$ ,  $(CRR)_rC(O)NR^{8a}OR^{8d}$ ,

5  $(CRR)_rSO_2NR^{8a}R^{8a}$ ,  $(CRR)_rC(O)OR^{8d}$ , a  $(CRR)_r-C_{3-10}$

carbocyclic residue substituted with 0-5  $R^{8e}$ , and

a  $(CRR)_r-5-10$  membered heterocyclic system

containing 1-4 heteroatoms selected from N, O, and

S, substituted with 0-3  $R^{8e}$ ;

10

alternatively,  $R^8$  and  $R^9$  join to form a  $C_{3-6}$  cycloalkyl

substituted with 0-2  $R^{8g}$ , a 5-6 ~~membered~~ membered

ring lactam substituted with 0-2  $R^{8g}$ , or a 5-6

membered ring lactone substituted with 0-2  $R^{8g}$ ;

15

$R^{8a}$ , at each occurrence, is independently selected from

H, methyl,  $C_{2-6}$  alkyl substituted with 0-3  $R^{8e}$ ,

$C_{3-8}$  alkenyl substituted with 0-3  $R^{8e}$ ,  $C_{3-8}$  alkynyl

substituted with 0-3  $R^{8e}$ ,  $(CH_2)_rC_{3-6}$  cycloalkyl, a

20

$(CH_2)_r-C_{3-10}$  carbocyclic residue substituted with

0-5  $R^{8e}$ , and a  $(CH_2)_r-5-10$  membered heterocyclic

system containing 1-4 heteroatoms selected from N,

O, and S, substituted with 0-3  $R^{8e}$ ;

25

$R^{8b}$ , at each occurrence, is independently selected from

$C_{1-6}$  alkyl substituted with 0-3  $R^{8e}$ ,  $C_{2-8}$  alkenyl

substituted with 0-3  $R^{8e}$ ,  $C_{2-8}$  alkynyl substituted

with 0-3  $R^{8e}$ , a  $(CH_2)_r-C_{3-6}$  carbocyclic residue

substituted with 0-2  $R^{8e}$ , and a  $(CH_2)_r-5-6$

## AMENDMENTS TO THE CLAIMS

membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>8e</sup>;

- 5 R<sup>8d</sup>, at each occurrence, is independently selected from H, methyl, -CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>8e</sup>, C<sub>3-6</sub> alkenyl substituted with 0-3 R<sup>8e</sup>, C<sub>3-6</sub> alkynyl substituted with 0-3 R<sup>8e</sup>, a C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>8e</sup>, and  
 10 a (CH<sub>2</sub>)<sub>r-5-6</sub> membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>8e</sup>;

- R<sup>8e</sup>, at each occurrence, is independently selected from  
 15 C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, -O-C<sub>1-6</sub> alkyl, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>8f</sup>R<sup>8f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

- 20 R<sup>8f</sup>, at each occurrence, is independently selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

- R<sup>8g</sup> is selected from (CHR)<sub>q</sub>OH, (CHR)<sub>q</sub>SH, (CHR)<sub>q</sub>OR<sup>8d</sup>, (CHR)<sub>q</sub>S(O)<sub>p</sub>R<sup>8d</sup>, (CHR)<sub>r</sub>C(O)R<sup>8b</sup>, (CHR)<sub>q</sub>NR<sup>8a</sup>R<sup>8a</sup>,  
 25 (CHR)<sub>r</sub>C(O)NR<sup>8a</sup>R<sup>8a</sup>, (CHR)<sub>r</sub>C(O)NR<sup>8a</sup>OR<sup>8d</sup>, (CHR)<sub>q</sub>SO<sub>2</sub>NR<sup>8a</sup>R<sup>8a</sup>, (CHR)<sub>r</sub>C(O)OR<sup>8d</sup>, and a (CHR)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>8e</sup>;

- R<sup>9</sup> is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, (CRR)<sub>r</sub>OH, (CRR)<sub>r</sub>SH, (CRR)<sub>r</sub>OR<sup>9d</sup>,  
 30

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(CRR)<sub>r</sub>S(O)<sub>p</sub>R<sup>9d</sup>, (CRR)<sub>r</sub>C(O)R<sup>9b</sup>, (CRR)<sub>r</sub>NR<sup>9a</sup>R<sup>9a</sup>,  
(CRR)<sub>r</sub>C(O)NR<sup>9a</sup>R<sup>9a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>9a</sup>OR<sup>9d</sup>,  
(CRR)<sub>r</sub>SO<sub>2</sub>NR<sup>9a</sup>R<sup>9a</sup>, (CRR)<sub>r</sub>C(O)OR<sup>9d</sup>, a (CRR)<sub>r</sub>-C<sub>3-10</sub>

carbocyclic residue substituted with 0-5 R<sup>9e</sup>, and  
5 a (CRR)<sub>r</sub>-5-10 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-3 R<sup>9e</sup>;

R<sup>9a</sup>, at each occurrence, is independently selected from  
10 H, methyl, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>9e</sup>,  
C<sub>3-8</sub> alkenyl substituted with 0-3 R<sup>9e</sup>, C<sub>3-8</sub> alkynyl  
substituted with 0-3 R<sup>9e</sup>, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, a  
(CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with  
0-5 R<sup>9e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic  
15 system containing 1-4 heteroatoms selected from N,  
O, and S, substituted with 0-3 R<sup>9e</sup>;

R<sup>9b</sup>, at each occurrence, is independently selected from  
C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>9e</sup>, C<sub>2-8</sub> alkenyl  
20 substituted with 0-3 R<sup>9e</sup>, C<sub>2-8</sub> alkynyl substituted  
with 0-3 R<sup>9e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue  
substituted with 0-2 R<sup>9e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6  
membered heterocyclic system containing 1-4  
heteroatoms selected from N, O, and S, substituted  
25 with 0-3 R<sup>9e</sup>;

R<sup>9d</sup>, at each occurrence, is independently selected from  
H, methyl, -CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3  
R<sup>9e</sup>, C<sub>3-6</sub> alkenyl substituted with 0-3 R<sup>9e</sup>, C<sub>3-6</sub>  
30 alkynyl substituted with 0-3 R<sup>9e</sup>, a C<sub>3-10</sub>

## AMENDMENTS TO THE CLAIMS

carbocyclic residue substituted with 0-3  $R^{9e}$ , and  
a  $(CH_2)_r$ -5-6 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-3  $R^{9e}$ ;

5

$R^{9e}$ , at each occurrence, is independently selected from  
 $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $C_{3-6}$   
cycloalkyl, Cl, F, Br, I, CN,  $NO_2$ ,  $(CF_2)_rCF_3$ ,  
 $(CH_2)_rOC_{1-5}$  alkyl, OH,  $-O-C_{1-6}$  alkyl, SH,  $(CH_2)_rSC_{1-}$   
10  $_5$  alkyl,  $(CH_2)_rNR^{9f}R^{9f}$ , and  $(CH_2)_r$ phenyl;

$R^{9f}$ , at each occurrence, is independently selected from  
H,  $C_{1-6}$  alkyl, and  $C_{3-6}$  cycloalkyl;

15  $R^{10}$  is selected from H,  $C_{1-6}$  alkyl,  $C_{2-6}$  alkenyl,  $C_{2-6}$   
alkynyl,  $(CRR)_rOH$ ,  $(CRR)_rSH$ ,  $(CRR)_rOR^{10d}$ ,  
 $(CRR)_rS(O)_pR^{10d}$ ,  $(CRR)_rC(O)R^{10b}$ ,  $(CRR)_rNR^{10a}R^{10a}$ ,  
 $(CRR)_rC(O)NR^{10a}R^{10a}$ ,  $(CRR)_rC(O)NR^{10a}OR^{10d}$ ,  
 $(CRR)_rSO_2NR^{10a}R^{10a}$ ,  $(CRR)_rC(O)OR^{10d}$ , a  $(CRR)_r$ - $C_{3-10}$   
20 carbocyclic residue substituted with 0-5  $R^{10e}$ , and  
a  $(CRR)_r$ -5-10 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-3  $R^{10e}$ ;

25 alternatively,  $R^{10}$  and  $R^{11}$  join to form a  $C_{3-6}$   
cycloalkyl substituted with 0-2  $R^{10g}$ , a 5-6  
membered ring lactam substituted with 0-2  $R^{10g}$ , or  
a 5-6 membered ring lactone substituted with 0-2  
30  $R^{10g}$ ;

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R<sup>10a</sup>, at each occurrence, is independently selected from H, methyl, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>10e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-3 R<sup>10e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-3 R<sup>10e</sup>, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>10e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>10e</sup>;

R<sup>10b</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>10e</sup>, C<sub>2-8</sub> alkenyl substituted with 0-3 R<sup>10e</sup>, C<sub>2-8</sub> alkynyl substituted with 0-3 R<sup>10e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>10e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>10e</sup>;

R<sup>10d</sup>, at each occurrence, is independently selected from H, methyl, -CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>10e</sup>, C<sub>3-6</sub> alkenyl substituted with 0-3 R<sup>10e</sup>, C<sub>3-6</sub> alkynyl substituted with 0-3 R<sup>10e</sup>, a C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>10e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>10e</sup>;

R<sup>10e</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub>

## AMENDMENTS TO THE CLAIMS

cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>,  
(CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, -O-C<sub>1-6</sub> alkyl, SH,  
(CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>10f</sup>R<sup>10f</sup>, and  
(CH<sub>2</sub>)<sub>r</sub>phenyl;

5

R<sup>10f</sup>, at each occurrence, is independently selected  
from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

R<sup>10g</sup> is selected from (CHR)<sub>q</sub>OH, (CHR)<sub>q</sub>SH, (CHR)<sub>q</sub>OR<sup>10d</sup>,  
10 (CHR)<sub>q</sub>S(O)<sub>p</sub>R<sup>10d</sup>, (CHR)<sub>r</sub>C(O)R<sup>10b</sup>, (CHR)<sub>q</sub>NR<sup>10a</sup>R<sup>10a</sup>,  
(CHR)<sub>r</sub>C(O)NR<sup>10a</sup>R<sup>10a</sup>, (CHR)<sub>r</sub>C(O)NR<sup>10a</sup>OR<sup>10d</sup>,  
(CHR)<sub>q</sub>SO<sub>2</sub>NR<sup>10a</sup>R<sup>10a</sup>, (CHR)<sub>r</sub>C(O)OR<sup>10d</sup>, and a (CHR)<sub>r</sub>-  
C<sub>3-10</sub> carbocyclic residue substituted with 0-5  
R<sup>10e</sup>;

15

R<sup>11</sup>, is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub>  
alkynyl, (CRR)<sub>r</sub>OH, (CRR)<sub>r</sub>SH, (CRR)<sub>r</sub>OR<sup>11d</sup>,  
(CRR)<sub>r</sub>S(O)<sub>p</sub>R<sup>11d</sup>, (CRR)<sub>r</sub>C(O)R<sup>11b</sup>, (CRR)<sub>r</sub>NR<sup>11a</sup>R<sup>11a</sup>,  
(CRR)<sub>r</sub>C(O)NR<sup>11a</sup>R<sup>11a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>11a</sup>OR<sup>11d</sup>,  
20 (CRR)<sub>r</sub>SO<sub>2</sub>NR<sup>11a</sup>R<sup>11a</sup>, (CRR)<sub>r</sub>C(O)OR<sup>11d</sup>, a (CRR)<sub>r</sub>-C<sub>3-10</sub>  
carbocyclic residue substituted with 0-5 R<sup>11e</sup>, and  
a (CRR)<sub>r</sub>-5-10 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-3 R<sup>11e</sup>;

25

R<sup>11a</sup>, at each occurrence, is independently selected  
from H, methyl, C<sub>2-6</sub> alkyl substituted with 0-3  
R<sup>11e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-3 R<sup>11e</sup>, C<sub>3-8</sub>  
alkynyl substituted with 0-3 R<sup>11e</sup>, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub>



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cycloalkyl, a  $(\text{CH}_2)_r\text{-C}_{3-10}$  carbocyclic residue substituted with 0-5  $\text{R}^{11e}$ , and a  $(\text{CH}_2)_r\text{-5-10}$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $\text{R}^{11e}$ ;

$\text{R}^{11b}$ , at each occurrence, is independently selected from  $\text{C}_{1-6}$  alkyl substituted with 0-3  $\text{R}^{11e}$ ,  $\text{C}_{2-8}$  alkenyl substituted with 0-3  $\text{R}^{11e}$ ,  $\text{C}_{2-8}$  alkynyl substituted with 0-3  $\text{R}^{11e}$ , a  $(\text{CH}_2)_r\text{-C}_{3-6}$  carbocyclic residue substituted with 0-2  $\text{R}^{11e}$ , and a  $(\text{CH}_2)_r\text{-5-6}$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $\text{R}^{11e}$ ;

$\text{R}^{11d}$ , at each occurrence, is independently selected from H, methyl,  $-\text{CF}_3$ ,  $\text{C}_{2-6}$  alkyl substituted with 0-3  $\text{R}^{11e}$ ,  $\text{C}_{3-6}$  alkenyl substituted with 0-3  $\text{R}^{11e}$ ,  $\text{C}_{3-6}$  alkynyl substituted with 0-3  $\text{R}^{11e}$ , a  $\text{C}_{3-10}$  carbocyclic residue substituted with 0-3  $\text{R}^{11e}$ , and a  $(\text{CH}_2)_r\text{-5-6}$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $\text{R}^{11e}$ ;

$\text{R}^{11e}$ , at each occurrence, is independently selected from  $\text{C}_{1-6}$  alkyl,  $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl,  $\text{C}_{3-6}$  cycloalkyl, Cl, F, Br, I, CN,  $\text{NO}_2$ ,  $(\text{CF}_2)_r\text{CF}_3$ ,  $(\text{CH}_2)_r\text{OC}_{1-5}$  alkyl, OH,  $-\text{O}-\text{C}_{1-6}$  alkyl, SH,  $(\text{CH}_2)_r\text{SC}_{1-5}$  alkyl,  $(\text{CH}_2)_r\text{NR}^{11f}\text{R}^{11f}$ , and  $(\text{CH}_2)_r\text{phenyl}$ ;

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R<sup>11f</sup>, at each occurrence, is independently selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

R<sup>12</sup> is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub>

5       alkynyl, (CRR)<sub>q</sub>OH, (CRR)<sub>q</sub>SH, (CRR)<sub>q</sub>OR<sup>12d</sup>,  
      (CRR)<sub>q</sub>S(O)<sub>p</sub>R<sup>12d</sup>, (CRR)<sub>r</sub>C(O)R<sup>12b</sup>, (CRR)<sub>r</sub>NR<sup>12a</sup>R<sup>12a</sup>,  
      (CRR)<sub>r</sub>C(O)NR<sup>12a</sup>R<sup>12a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>12a</sup>OR<sup>12d</sup>,  
      (CRR)<sub>q</sub>SO<sub>2</sub>NR<sup>12a</sup>R<sup>12a</sup>, (CRR)<sub>r</sub>C(O)OR<sup>12d</sup>, a (CRR)<sub>r</sub>-C<sub>3-10</sub>  
carbocyclic residue substituted with 0-5 R<sup>12e</sup>, and  
10       a (CRR)<sub>r</sub>-5-10 membered heterocyclic system  
      containing 1-4 heteroatoms selected from N, O, and  
      S, substituted with 0-3 R<sup>12e</sup>;

R<sup>12a</sup>, at each occurrence, is independently selected

15       from H, methyl, C<sub>2-6</sub> alkyl substituted with 0-3  
      R<sup>12e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-3 R<sup>12e</sup>, C<sub>3-8</sub>  
      alkynyl substituted with 0-3 R<sup>12e</sup>, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub>  
      cycloalkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue  
      substituted with 0-5 R<sup>12e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10  
20       membered heterocyclic system containing 1-4  
      heteroatoms selected from N, O, and S, substituted  
      with 0-3 R<sup>12e</sup>;

R<sup>12b</sup>, at each occurrence, is independently selected

25       from C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>12e</sup>, C<sub>2-8</sub>  
      alkenyl substituted with 0-3 R<sup>12e</sup>, C<sub>2-8</sub> alkynyl  
      substituted with 0-3 R<sup>12e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub>  
      carbocyclic residue substituted with 0-2 R<sup>12e</sup>, and  
      a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system

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containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>12e</sup>;

R<sup>12d</sup>, at each occurrence, is independently selected from H, methyl, -CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>12e</sup>, C<sub>3-6</sub> alkenyl substituted with 0-3 R<sup>12e</sup>, C<sub>3-6</sub> alkynyl substituted with 0-3 R<sup>12e</sup>, a C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>12e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>12e</sup>;

R<sup>12e</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, -O-C<sub>1-6</sub> alkyl, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>12f</sup>R<sup>12f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

R<sup>12f</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

~~R<sup>14</sup> and R<sup>14a</sup> are independently selected from H, and C<sub>1-4</sub> alkyl substituted with 0-1 R<sup>14b</sup>,~~

~~alternatively, R<sup>14</sup> and R<sup>14a</sup> can join to form a C<sub>3-6</sub> cycloalkyl,~~

~~R<sup>14b</sup>, at each occurrence, is independently selected from OH, SH, NR<sup>14e</sup>R<sup>14e</sup>, C(O)NR<sup>14e</sup>R<sup>14e</sup>, NHC(O)R<sup>14e</sup> and phenyl,~~

## AMENDMENTS TO THE CLAIMS

~~R<sup>14e</sup> is selected from H, C<sub>1-4</sub> alkyl and C<sub>3-6</sub> cycloalkyl;~~

~~R<sup>15</sup> is selected from H, C<sub>1-4</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;~~

5

R<sup>15</sup> is H;

R<sup>16</sup> is selected from H, C<sub>1-4</sub> alkyl substituted with 0-3  
R<sup>16a</sup>, and C<sub>3-6</sub> cycloalkyl substituted with 0-3

10

R<sup>16a</sup>;

R<sup>16a</sup> is selected from C<sub>1-4</sub> alkyl, -OH, -SH, -NR<sup>16c</sup>R<sup>16c</sup>,  
-C(O)NR<sup>16c</sup>R<sup>16c</sup>, and -NHC(O)R<sup>16c</sup>;

15 R<sup>16c</sup> is selected from H, C<sub>1-4</sub> alkyl and C<sub>3-6</sub> cycloalkyl;

R<sup>17</sup> is selected from H, C<sub>1-4</sub> alkyl, and C<sub>3-4</sub> cycloalkyl;

n is ~~selected from 1 and 2;~~

20

l is selected from 0 and 1;

m is selected from 0 and 1;

25 p, at each occurrence, is selected from 0, 1, or 2;

q, at each occurrence, is selected from 1, 2, 3, or 4;  
and

30 r, at each occurrence, is selected from 0, 1, 2, 3, or  
4.

## AMENDMENTS TO THE CLAIMS

2. (CURRENTLY AMENDED) A compound of claim 1,  
wherein

5 Z is selected from a bond, -C(O)-, -C(O)NH-, -C(S)NH-,  
-SO<sub>2</sub>-, and -SO<sub>2</sub>NH-;

X is selected from -NR<sup>17</sup>-, -O-, and -CHR<sup>16</sup>NR<sup>17</sup>-;

10 R<sup>1</sup> is selected from a C<sub>6-10</sub> aryl group substituted with  
0-5 R<sup>4</sup>;

R<sup>2</sup> is selected from a C<sub>6-10</sub> aryl group substituted with  
0-5 R<sup>5</sup>;

15

R<sup>3</sup> is selected from (CRR)<sub>q</sub>OH, (CRR)<sub>q</sub>SH, (CRR)<sub>q</sub>OR<sup>3d</sup>,  
(CRR)<sub>q</sub>S(O)<sub>p</sub>R<sup>3d</sup>, (CRR)<sub>r</sub>C(O)R<sup>3b</sup>, (CRR)<sub>q</sub>NR<sup>3a</sup>R<sup>3a</sup>,  
(CRR)<sub>r</sub>C(O)NR<sup>3a</sup>R<sup>3a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>3a</sup>OR<sup>3d</sup>,  
(CRR)<sub>q</sub>SO<sub>2</sub>NR<sup>3a</sup>R<sup>3a</sup>, (CRR)<sub>r</sub>C(O)OR<sup>3d</sup>, a (CRR)<sub>r</sub>-C<sub>3-10</sub>  
20 carbocyclic residue substituted with 0-5 R<sup>3e</sup>, and  
a (CRR)<sub>r</sub>-5-10 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-3 R<sup>3e</sup>;

25 R<sup>3a</sup>, at each occurrence, is independently selected from  
H, methyl substituted with 0-1 R<sup>3c</sup>, C<sub>2-6</sub> alkyl  
substituted with 0-3 R<sup>3e</sup>, C<sub>3-8</sub> alkenyl substituted  
with 0-3 R<sup>3e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-3  
R<sup>3e</sup>, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub>  
30 carbocyclic residue substituted with 0-5 R<sup>3e</sup>, and

## AMENDMENTS TO THE CLAIMS

a  $(\text{CH}_2)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $\text{R}^{3e}$ ;

5  $\text{R}^{3b}$ , at each occurrence, is independently selected from  $\text{C}_{1-6}$  alkyl substituted with 0-3  $\text{R}^{3e}$ ,  $\text{C}_{2-8}$  alkenyl substituted with 0-3  $\text{R}^{3e}$ ,  $\text{C}_{2-8}$  alkynyl substituted with 0-3  $\text{R}^{3e}$ , a  $(\text{CH}_2)_r$ - $\text{C}_{3-6}$  carbocyclic residue substituted with 0-2  $\text{R}^{3e}$ , and a  $(\text{CH}_2)_r$ -5-6  
10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $\text{R}^{3e}$ ;

$\text{R}^{3c}$  is independently selected from  $-\text{C}(\text{O})\text{R}^{3b}$ ,  $-\text{C}(\text{O})\text{OR}^{3d}$ ,  
15  $-\text{C}(\text{O})\text{NR}^{3f}\text{R}^{3f}$ , and  $(\text{CH}_2)_r$ phenyl;

$\text{R}^{3d}$ , at each occurrence, is independently selected from H, methyl,  $-\text{CF}_3$ ,  $\text{C}_{2-6}$  alkyl substituted with 0-3  $\text{R}^{3e}$ ,  $\text{C}_{3-6}$  alkenyl substituted with 0-3  $\text{R}^{3e}$ ,  $\text{C}_{3-6}$   
20 alkynyl substituted with 0-3  $\text{R}^{3e}$ , a  $\text{C}_{3-10}$  carbocyclic residue substituted with 0-3  $\text{R}^{3e}$ , and a  $(\text{CH}_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $\text{R}^{3e}$ ;

25  $\text{R}^{3e}$ , at each occurrence, is selected from  $\text{C}_{1-6}$  alkyl,  $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl,  $\text{C}_{3-6}$  cycloalkyl, Cl, F, Br, I, CN,  $\text{NO}_2$ ,  $(\text{CF}_2)_r\text{CF}_3$ ,  $(\text{CH}_2)_r\text{OC}_{1-5}$  alkyl, OH, SH,  $(\text{CH}_2)_r\text{SC}_{1-5}$  alkyl,  $(\text{CH}_2)_r\text{NR}^{3f}\text{R}^{3f}$ , and  
30  $(\text{CH}_2)_r$ phenyl;

## AMENDMENTS TO THE CLAIMS

$R^{3f}$ , at each occurrence, is selected from H,  $C_{1-6}$  alkyl, and  $C_{3-6}$  cycloalkyl;

5  $R$ , at each occurrence, is independently selected from H,  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_r C_{3-6}$  cycloalkyl,  $(CHR)_r C(O)NR^{3a}R^{3a}$ , and  $(CHR)_r C(O)OR^{3d}$ , and  $(CH_2)_r$ phenyl substituted with  $R^{3e}$ ;

10

$R^4$ , at each occurrence, is selected from  $C_{1-8}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_r C_{3-6}$  cycloalkyl, Cl, Br, I, F,  $NO_2$ , CN,  $(CR'R')_r NR^{4a}R^{4a}$ ,  $(CR'R')_r OH$ ,  $(CR'R')_r O(CR'R')_r R^{4d}$ ,  $(CR'R')_r SH$ ,  $(CR'R')_r C(O)H$ ,  
15  $(CR'R')_r S(CR'R')_r R^{4d}$ ,  $(CR'R')_r C(O)OH$ ,  $(CR'R')_r C(O)(CR'R')_r R^{4b}$ ,  $(CR'R')_r C(O)NR^{4a}R^{4a}$ ,  $(CR'R')_r NR^{4f}C(O)(CR'R')_r R^{4b}$ ,  $(CR'R')_r C(O)O(CR'R')_r R^{4d}$ ,  $(CR'R')_r OC(O)(CR'R')_r R^{4b}$ ,  $(CR'R')_r NR^{4f}C(O)O(CR'R')_r R^{4d}$ ,  $(CR'R')_r OC(O)NR^{4a}R^{4a}$ ,  
20  $(CR'R')_r NR^{6a}C(S)NR^{6a}(CR'R')_r R^{6d}$ ,  $(CR'R')_r NR^{4a}C(O)NR^{4a}R^{4a}$ ,  $(CR'R')_r C(=NR^{4f})NR^{4a}R^{4a}$ ,  $(CR'R')_r NHC(=NR^{4f})NR^{4f}R^{4f}$ ,  $(CR'R')_r S(O)_p(CR'R')_r R^{4b}$ ,  $(CR'R')_r S(O)_2NR^{4a}R^{4a}$ ,  $(CR'R')_r NR^{6f}S(O)_2NR^{6a}R^{6a}$ ,  $(CR'R')_r NR^{4f}S(O)_2(CR'R')_r R^{4b}$ ,  $C_{1-6}$  haloalkyl,  $C_{2-8}$  alkenyl substituted with 0-3  $R'$ ,  $C_{2-8}$  alkynyl substituted with 0-3  $R'$ , and  $(CR'R')_r$ phenyl substituted with 0-3  $R^{4e}$ ;

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## AMENDMENTS TO THE CLAIMS

alternatively, two R<sup>4</sup> on adjacent atoms on R<sup>1</sup> may join to form a cyclic acetal;

5 R<sup>4a</sup>, at each occurrence, is independently selected from H, methyl substituted with 0-1R<sup>4g</sup>, C<sub>2-6</sub> alkyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>5e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>4e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered  
10 heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>4e</sup>;

15 R<sup>4b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>5e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-3 R<sup>4e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered  
20 heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>4e</sup>;

25 R<sup>4d</sup>, at each occurrence, is selected from C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>5e</sup>, methyl, CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>4e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>4e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6  
30 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>4e</sup>;



## AMENDMENTS TO THE CLAIMS

R<sup>4e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl,  
 C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl,  
 Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub>  
 5 alkyl, OH, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>4f</sup>R<sup>4f</sup>, and  
 (CH<sub>2</sub>)<sub>r</sub>phenyl;

R<sup>4f</sup>, at each occurrence, is selected from H, C<sub>1-5</sub>  
 alkyl, and C<sub>3-6</sub> cycloalkyl, and phenyl;

10 R<sup>4g</sup> is independently selected from -C(O)R<sup>4b</sup>, -C(O)OR<sup>4d</sup>,  
 -C(O)NR<sup>4f</sup>R<sup>4f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

R<sup>5</sup>, at each occurrence, is selected from C<sub>1-8</sub> alkyl,  
 15 C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl,  
 Cl, Br, I, F, NO<sub>2</sub>, CN, (CR'R')<sub>r</sub>NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>OH,  
 (CR'R')<sub>r</sub>O(CR'R')<sub>r</sub>R<sup>5d</sup>, (CR'R')<sub>r</sub>SH, (CR'R')<sub>r</sub>C(O)H,  
 (CR'R')<sub>r</sub>S(CR'R')<sub>r</sub>R<sup>5d</sup>, (CR'R')<sub>r</sub>C(O)OH,  
 (CR'R')<sub>r</sub>C(O)(CR'R')<sub>r</sub>R<sup>5b</sup>, (CR'R')<sub>r</sub>C(O)NR<sup>5a</sup>R<sup>5a</sup>,  
 20 (CR'R')<sub>r</sub>NR<sup>5f</sup>C(O)(CR'R')<sub>r</sub>R<sup>5b</sup>,  
 (CR'R')<sub>r</sub>C(O)O(CR'R')<sub>r</sub>R<sup>5d</sup>, (CR'R')<sub>r</sub>OC(O)(CR'R')<sub>r</sub>R<sup>5b</sup>,  
 (CR'R')<sub>r</sub>NR<sup>5f</sup>C(O)O(CR'R')<sub>r</sub>R<sup>5d</sup>, (CR'R')<sub>r</sub>OC(O)NR<sup>5a</sup>R<sup>5a</sup>,  
 (CR'R')<sub>r</sub>NR<sup>5a</sup>C(O)NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>C(=NR<sup>5f</sup>)NR<sup>5a</sup>R<sup>5a</sup>,  
 (CR'R')<sub>r</sub>NHC(=NR<sup>5f</sup>)NR<sup>5f</sup>R<sup>5f</sup>, (CR'R')<sub>r</sub>S(O)<sub>p</sub>(CR'R')<sub>r</sub>R<sup>5b</sup>,  
 25 (CR'R')<sub>r</sub>S(O)<sub>2</sub>NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>NR<sup>5a</sup>S(O)<sub>2</sub>NR<sup>5a</sup>R<sup>5a</sup>,  
 (CR'R')<sub>r</sub>NR<sup>5f</sup>S(O)<sub>2</sub>(CR'R')<sub>r</sub>R<sup>5b</sup>, C<sub>1-6</sub> haloalkyl, C<sub>2-8</sub>  
 alkenyl substituted with 0-3 R', C<sub>2-8</sub> alkynyl  
 substituted with 0-3 R', and (CR'R')<sub>r</sub>phenyl  
 substituted with 0-3 R<sup>5e</sup>;

## AMENDMENTS TO THE CLAIMS

alternatively, two  $R^5$  on adjacent atoms on  $R^2$  may join to form a cyclic acetal;

5  $R^{5a}$ , at each occurrence, is independently selected from H, methyl substituted with 0-1  $R^{5g}$ ,  $C_{2-6}$  alkyl substituted with 0-2  $R^{5e}$ ,  $C_{3-8}$  alkenyl substituted with 0-2  $R^{5e}$ ,  $C_{3-8}$  alkynyl substituted with 0-2  $R^{5e}$ , a  $(CH_2)_r$ - $C_{3-10}$  carbocyclic residue substituted  
10 with 0-5  $R^{5e}$ , and a  $(CH_2)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2  $R^{5e}$ ;

15  $R^{5b}$ , at each occurrence, is independently selected from  $C_{1-6}$  alkyl substituted with 0-2  $R^{5e}$ ,  $C_{3-8}$  alkenyl substituted with 0-2  $R^{5e}$ ,  $C_{3-8}$  alkynyl substituted with 0-2  $R^{5e}$ , a  $(CH_2)_r$ - $C_{3-6}$  carbocyclic residue substituted with 0-3  $R^{5e}$ , and a  $(CH_2)_r$ -5-6  
20 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2  $R^{5e}$ ;

$R^{5d}$ , at each occurrence, is independently selected from  
25  $C_{3-8}$  alkenyl substituted with 0-2  $R^{5e}$ ,  $C_{3-8}$  alkynyl substituted with 0-2  $R^{5e}$ , methyl,  $CF_3$ ,  $C_{2-6}$  alkyl substituted with 0-3  $R^{5e}$ , a  $(CH_2)_r$ - $C_{3-10}$  carbocyclic residue substituted with 0-3  $R^{5e}$ , and a  $(CH_2)_r$ -5-6 membered heterocyclic system

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containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>5e</sup>;

R<sup>5e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>5f</sup>R<sup>5f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

10 R<sup>5f</sup>, at each occurrence, is selected from H, C<sub>1-5</sub> alkyl, and C<sub>3-6</sub> cycloalkyl, and phenyl;

R<sup>5g</sup> is independently selected from -C(O)R<sup>5b</sup>, -C(O)OR<sup>5d</sup>, -C(O)NR<sup>5f</sup>R<sup>5f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

15

R', at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, and (CH<sub>2</sub>)<sub>r</sub>phenyl substituted with R<sup>5e</sup>;

20 R<sup>6</sup>, is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, (CRR)<sub>q</sub>OH, (CRR)<sub>q</sub>SH, (CRR)<sub>q</sub>OR<sup>6d</sup>, (CRR)<sub>q</sub>S(O)<sub>p</sub>R<sup>6d</sup>, (CRR)<sub>r</sub>C(O)R<sup>6b</sup>, (CRR)<sub>r</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>6a</sup>R<sup>6a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>6a</sup>OR<sup>6d</sup>, (CRR)SO<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CRR)<sub>r</sub>C(O)OR<sup>6d</sup>, a (CRR)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>6e</sup>, and a (CRR)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>6e</sup>;

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## AMENDMENTS TO THE CLAIMS

alternatively, R<sup>6</sup> and R<sup>7</sup> join to form a C<sub>3-6</sub> cycloalkyl substituted with 0-2 R<sup>6g</sup>, a 5-6 membered ring lactam substituted with 0-2 R<sup>6g</sup>, or a 5-6 membered ring lactone substituted with 0-2 R<sup>6g</sup>;

5

R<sup>6a</sup>, at each occurrence, is independently selected from H, methyl, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>6e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-3 R<sup>6e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-3 R<sup>6e</sup>, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>6e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>6e</sup>;

10

R<sup>6b</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>6e</sup>, C<sub>2-8</sub> alkenyl substituted with 0-3 R<sup>6e</sup>, C<sub>2-8</sub> alkynyl substituted with 0-3 R<sup>6e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>6e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>6e</sup>;

20

R<sup>6d</sup>, at each occurrence, is independently selected from H, methyl, -CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>6e</sup>, C<sub>3-6</sub> alkenyl substituted with 0-3 R<sup>6e</sup>, C<sub>3-6</sub> alkynyl substituted with 0-3 R<sup>6e</sup>, a C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>6e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system

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containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>6e</sup>;

R<sup>6e</sup>, at each occurrence, is independently selected from  
5 C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, -O-C<sub>1-6</sub> alkyl, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>6f</sup>R<sup>6f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

10 R<sup>6f</sup>, at each occurrence, is independently selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

R<sup>6g</sup> is selected from (CHR)<sub>q</sub>OH, (CHR)<sub>q</sub>SH, (CHR)<sub>q</sub>OR<sup>6d</sup>,  
(CHR)<sub>q</sub>S(O)<sub>p</sub>R<sup>6d</sup>, (CHR)<sub>r</sub>C(O)R<sup>6b</sup>, (CHR)<sub>q</sub>NR<sup>6a</sup>R<sup>6a</sup>,  
15 (CHR)<sub>r</sub>C(O)NR<sup>6a</sup>R<sup>6a</sup>, (CHR)<sub>r</sub>C(O)NR<sup>6a</sup>OR<sup>6d</sup>,  
(CHR)<sub>q</sub>SO<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CHR)<sub>r</sub>C(O)OR<sup>6d</sup>, and a (CHR)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>6e</sup>;

R<sup>7</sup>, is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub>  
20 alkynyl, (CRR)<sub>q</sub>OH, (CRR)<sub>q</sub>SH, (CRR)<sub>q</sub>OR<sup>7d</sup>,  
(CRR)<sub>q</sub>S(O)<sub>p</sub>R<sup>7d</sup>, (CRR)<sub>r</sub>C(O)R<sup>7b</sup>, (CRR)<sub>r</sub>NR<sup>7a</sup>R<sup>7a</sup>,  
(CRR)<sub>r</sub>C(O)NR<sup>7a</sup>R<sup>7a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>7a</sup>OR<sup>7d</sup>,  
(CRR)<sub>q</sub>SO<sub>2</sub>NR<sup>7a</sup>R<sup>7a</sup>, (CRR)<sub>r</sub>C(O)OR<sup>7d</sup>, a (CRR)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>7e</sup>, and  
25 a (CRR)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>7e</sup>;

R<sup>7a</sup>, at each occurrence, is independently selected from  
30 H, methyl, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>7e</sup>,

## AMENDMENTS TO THE CLAIMS

C<sub>3-8</sub> alkenyl substituted with 0-3 R<sup>7e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-3 R<sup>7e</sup>, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>7e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>7e</sup>;

R<sup>7b</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>7e</sup>, C<sub>2-8</sub> alkenyl substituted with 0-3 R<sup>7e</sup>, C<sub>2-8</sub> alkynyl substituted with 0-3 R<sup>7e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>7e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>7e</sup>;

R<sup>7d</sup>, at each occurrence, is independently selected from H, methyl, -CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>7e</sup>, C<sub>3-6</sub> alkenyl substituted with 0-3 R<sup>7e</sup>, C<sub>3-6</sub> alkynyl substituted with 0-3 R<sup>7e</sup>, a C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>7e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>7e</sup>;

R<sup>7e</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, -O-C<sub>1-6</sub> alkyl, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>7f</sup>R<sup>7f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

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$R^{7f}$ , at each occurrence, is independently selected from H,  $C_{1-6}$  alkyl, and  $C_{3-6}$  cycloalkyl;

- 5  $R^8$  is selected from H,  $C_{1-6}$  alkyl,  $C_{2-6}$  alkenyl,  $C_{2-6}$  alkynyl,  $(CRR)_rOH$ ,  $(CRR)_rSH$ ,  $(CRR)_rOR^{8d}$ ,  $(CRR)_rS(O)_pR^{8d}$ ,  $(CRR)_rC(O)R^{8b}$ ,  $(CRR)_rNR^{8a}R^{8a}$ ,  $(CRR)_rC(O)NR^{8a}R^{8a}$ ,  $(CRR)_rC(O)NR^{8a}OR^{8d}$ ,  $(CRR)_rSO_2NR^{8a}R^{8a}$ ,  $(CRR)_rC(O)OR^{8d}$ , a  $(CRR)_r-C_{3-10}$  carbocyclic residue substituted with 0-5  $R^{8e}$ , and
- 10 a  $(CRR)_r-5-10$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{8e}$ ;
- 15 alternatively,  $R^8$  and  $R^9$  join to form a  $C_{3-6}$  cycloalkyl substituted with 0-2  $R^{8g}$ , a 5-6 ~~membered~~ membered ring lactam substituted with 0-2  $R^{8g}$ , or a 5-6 membered ring lactone substituted with 0-2  $R^{8g}$ ;
- 20  $R^{8a}$ , at each occurrence, is independently selected from H, methyl,  $C_{2-6}$  alkyl substituted with 0-3  $R^{8e}$ ,  $C_{3-8}$  alkenyl substituted with 0-3  $R^{8e}$ ,  $C_{3-8}$  alkynyl substituted with 0-3  $R^{8e}$ ,  $(CH_2)_rC_{3-6}$  cycloalkyl, a  $(CH_2)_r-C_{3-10}$  carbocyclic residue substituted with
- 25 0-5  $R^{8e}$ , and a  $(CH_2)_r-5-10$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{8e}$ ;

- $R^{8b}$ , at each occurrence, is independently selected from
- 30  $C_{1-6}$  alkyl substituted with 0-3  $R^{8e}$ ,  $C_{2-8}$  alkenyl

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substituted with 0-3 R<sup>8e</sup>, C<sub>2-8</sub> alkynyl substituted  
with 0-3 R<sup>8e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue  
substituted with 0-2 R<sup>8e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6  
membered heterocyclic system containing 1-4  
5 heteroatoms selected from N, O, and S, substituted  
with 0-3 R<sup>8e</sup>;

R<sup>8d</sup>, at each occurrence, is independently selected from  
H, methyl, -CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3  
10 R<sup>8e</sup>, C<sub>3-6</sub> alkenyl substituted with 0-3 R<sup>8e</sup>, C<sub>3-6</sub>  
alkynyl substituted with 0-3 R<sup>8e</sup>, a C<sub>3-10</sub>  
carbocyclic residue substituted with 0-3 R<sup>8e</sup>, and  
a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
15 S, substituted with 0-3 R<sup>8e</sup>;

R<sup>8e</sup>, at each occurrence, is independently selected from  
C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub>  
cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>,  
20 (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, -O-C<sub>1-6</sub> alkyl, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub>  
alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>8f</sup>R<sup>8f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

R<sup>8f</sup>, at each occurrence, is independently selected from  
H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

25 R<sup>8g</sup> is selected from (CHR)<sub>q</sub>OH, (CHR)<sub>q</sub>SH, (CHR)<sub>q</sub>OR<sup>8d</sup>,  
(CHR)<sub>q</sub>S(O)<sub>p</sub>R<sup>8d</sup>, (CHR)<sub>r</sub>C(O)R<sup>8b</sup>, (CHR)<sub>q</sub>NR<sup>8a</sup>R<sup>8a</sup>,  
(CHR)<sub>r</sub>C(O)NR<sup>8a</sup>R<sup>8a</sup>, (CHR)<sub>r</sub>C(O)NR<sup>8a</sup>OR<sup>8d</sup>,  
(CHR)<sub>q</sub>SO<sub>2</sub>NR<sup>8a</sup>R<sup>8a</sup>, (CHR)<sub>r</sub>C(O)OR<sup>8d</sup>, and a (CHR)<sub>r</sub>-C<sub>3-10</sub>  
30 carbocyclic residue substituted with 0-5 R<sup>8e</sup>;



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$R^9$  is selected from H,  $C_{1-6}$  alkyl,  $C_{2-6}$  alkenyl,  $C_{2-6}$  alkynyl,  $(CRR)_rOH$ ,  $(CRR)_rSH$ ,  $(CRR)_rOR^{9d}$ ,  $(CRR)_rS(O)_pR^{9d}$ ,  $(CRR)_rC(O)R^{9b}$ ,  $(CRR)_rNR^{9a}R^{9a}$ ,  $(CRR)_rC(O)NR^{9a}R^{9a}$ ,  $(CRR)_rC(O)NR^{9a}OR^{9d}$ ,  $(CRR)_rSO_2NR^{9a}R^{9a}$ ,  $(CRR)_rC(O)OR^{9d}$ , a  $(CRR)_r-C_{3-10}$  carbocyclic residue substituted with 0-5  $R^{9e}$ , and a  $(CRR)_r-5-10$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{9e}$ ;

$R^{9a}$ , at each occurrence, is independently selected from H, methyl,  $C_{2-6}$  alkyl substituted with 0-3  $R^{9e}$ ,  $C_{3-8}$  alkenyl substituted with 0-3  $R^{9e}$ ,  $C_{3-8}$  alkynyl substituted with 0-3  $R^{9e}$ ,  $(CH_2)_rC_{3-6}$  cycloalkyl, a  $(CH_2)_r-C_{3-10}$  carbocyclic residue substituted with 0-5  $R^{9e}$ , and a  $(CH_2)_r-5-10$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{9e}$ ;

$R^{9b}$ , at each occurrence, is independently selected from  $C_{1-6}$  alkyl substituted with 0-3  $R^{9e}$ ,  $C_{2-8}$  alkenyl substituted with 0-3  $R^{9e}$ ,  $C_{2-8}$  alkynyl substituted with 0-3  $R^{9e}$ , a  $(CH_2)_r-C_{3-6}$  carbocyclic residue substituted with 0-2  $R^{9e}$ , and a  $(CH_2)_r-5-6$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{9e}$ ;

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$R^{9d}$ , at each occurrence, is independently selected from H, methyl,  $-CF_3$ ,  $C_{2-6}$  alkyl substituted with 0-3  $R^{9e}$ ,  $C_{3-6}$  alkenyl substituted with 0-3  $R^{9e}$ ,  $C_{3-6}$  alkynyl substituted with 0-3  $R^{9e}$ , a  $C_{3-10}$  carbocyclic residue substituted with 0-3  $R^{9e}$ , and a  $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{9e}$ ;

10  $R^{9e}$ , at each occurrence, is independently selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $C_{3-6}$  cycloalkyl, Cl, F, Br, I, CN,  $NO_2$ ,  $(CF_2)_rCF_3$ ,  $(CH_2)_rOC_{1-5}$  alkyl, OH,  $-O-C_{1-6}$  alkyl, SH,  $(CH_2)_rSC_{1-5}$  alkyl,  $(CH_2)_rNR^{9f}R^{9f}$ , and  $(CH_2)_rphenyl$ ;

15  $R^{9f}$ , at each occurrence, is independently selected from H,  $C_{1-6}$  alkyl, and  $C_{3-6}$  cycloalkyl;

$R^{10}$  is selected from H,  $C_{1-6}$  alkyl,  $C_{2-6}$  alkenyl,  $C_{2-6}$  alkynyl,  $(CRR)_rOH$ ,  $(CRR)_rSH$ ,  $(CRR)_rOR^{10d}$ ,  $(CRR)_rS(O)_pR^{10d}$ ,  $(CRR)_rC(O)R^{10b}$ ,  $(CRR)_rNR^{10a}R^{10a}$ ,  $(CRR)_rC(O)NR^{10a}R^{10a}$ ,  $(CRR)_rC(O)NR^{10a}OR^{10d}$ ,  $(CRR)_rSO_2NR^{10a}R^{10a}$ ,  $(CRR)_rC(O)OR^{10d}$ , a  $(CRR)_r$ - $C_{3-10}$  carbocyclic residue substituted with 0-5  $R^{10e}$ , and  
20 a  $(CRR)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{10e}$ ;

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alternatively,  $R^{10}$  and  $R^{11}$  join to form a  $C_{3-6}$

cycloalkyl substituted with 0-2  $R^{10g}$ , a 5-6  
membered ring lactam substituted with 0-2  $R^{10g}$ , or  
a 5-6 membered ring lactone substituted with 0-2  
5  $R^{10g}$ ;

$R^{10a}$ , at each occurrence, is independently selected  
from H, methyl,  $C_{2-6}$  alkyl substituted with 0-3  
 $R^{10e}$ ,  $C_{3-8}$  alkenyl substituted with 0-3  $R^{10e}$ ,  $C_{3-8}$   
10 alkynyl substituted with 0-3  $R^{10e}$ ,  $(CH_2)_rC_{3-6}$   
cycloalkyl, a  $(CH_2)_rC_{3-10}$  carbocyclic residue  
substituted with 0-5  $R^{10e}$ , and a  $(CH_2)_r5-10$   
membered heterocyclic system containing 1-4  
heteroatoms selected from N, O, and S, substituted  
15 with 0-3  $R^{10e}$ ;

$R^{10b}$ , at each occurrence, is independently selected  
from  $C_{1-6}$  alkyl substituted with 0-3  $R^{10e}$ ,  $C_{2-8}$   
alkenyl substituted with 0-3  $R^{10e}$ ,  $C_{2-8}$  alkynyl  
20 substituted with 0-3  $R^{10e}$ , a  $(CH_2)_rC_{3-6}$   
carbocyclic residue substituted with 0-2  $R^{10e}$ , and  
a  $(CH_2)_r5-6$  membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-3  $R^{10e}$ ;

25  $R^{10d}$ , at each occurrence, is independently selected  
from H, methyl,  $-CF_3$ ,  $C_{2-6}$  alkyl substituted with  
0-3  $R^{10e}$ ,  $C_{3-6}$  alkenyl substituted with 0-3  $R^{10e}$ ,  
 $C_{3-6}$  alkynyl substituted with 0-3  $R^{10e}$ , a  $C_{3-10}$   
30 carbocyclic residue substituted with 0-3  $R^{10e}$ , and

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a  $(\text{CH}_2)_r$ -5-6 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-3  $\text{R}^{10e}$ ;

5  $\text{R}^{10e}$ , at each occurrence, is independently selected  
from  $\text{C}_{1-6}$  alkyl,  $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl,  $\text{C}_{3-6}$   
cycloalkyl, Cl, F, Br, I, CN,  $\text{NO}_2$ ,  $(\text{CF}_2)_r\text{CF}_3$ ,  
 $(\text{CH}_2)_r\text{OC}_{1-5}$  alkyl, OH,  $-\text{O}-\text{C}_{1-6}$  alkyl, SH,  
 $(\text{CH}_2)_r\text{SC}_{1-5}$  alkyl,  $(\text{CH}_2)_r\text{NR}^{10f}\text{R}^{10f}$ , and  
10  $(\text{CH}_2)_r\text{phenyl}$ ;

$\text{R}^{10f}$ , at each occurrence, is independently selected  
from H,  $\text{C}_{1-6}$  alkyl, and  $\text{C}_{3-6}$  cycloalkyl;

15  $\text{R}^{10g}$  is selected from  $(\text{CHR})_q\text{OH}$ ,  $(\text{CHR})_q\text{SH}$ ,  $(\text{CHR})_q\text{OR}^{10d}$ ,  
 $(\text{CHR})_q\text{S}(\text{O})_p\text{R}^{10d}$ ,  $(\text{CHR})_r\text{C}(\text{O})\text{R}^{10b}$ ,  $(\text{CHR})_q\text{NR}^{10a}\text{R}^{10a}$ ,  
 $(\text{CHR})_r\text{C}(\text{O})\text{NR}^{10a}\text{R}^{10a}$ ,  $(\text{CHR})_r\text{C}(\text{O})\text{NR}^{10a}\text{OR}^{10d}$ ,  
 $(\text{CHR})_q\text{SO}_2\text{NR}^{10a}\text{R}^{10a}$ ,  $(\text{CHR})_r\text{C}(\text{O})\text{OR}^{10d}$ , and a  $(\text{CHR})_r$ -  
 $\text{C}_{3-10}$  carbocyclic residue substituted with 0-5  
20  $\text{R}^{10e}$ ;

$\text{R}^{11}$ , is selected from H,  $\text{C}_{1-6}$  alkyl,  $\text{C}_{2-6}$  alkenyl,  $\text{C}_{2-6}$   
alkynyl,  $(\text{CRR})_r\text{OH}$ ,  $(\text{CRR})_r\text{SH}$ ,  $(\text{CRR})_r\text{OR}^{11d}$ ,  
 $(\text{CRR})_r\text{S}(\text{O})_p\text{R}^{11d}$ ,  $(\text{CRR})_r\text{C}(\text{O})\text{R}^{11b}$ ,  $(\text{CRR})_r\text{NR}^{11a}\text{R}^{11a}$ ,  
25  $(\text{CRR})_r\text{C}(\text{O})\text{NR}^{11a}\text{R}^{11a}$ ,  $(\text{CRR})_r\text{C}(\text{O})\text{NR}^{11a}\text{OR}^{11d}$ ,  
 $(\text{CRR})_r\text{SO}_2\text{NR}^{11a}\text{R}^{11a}$ ,  $(\text{CRR})_r\text{C}(\text{O})\text{OR}^{11d}$ , a  $(\text{CRR})_r$ - $\text{C}_{3-10}$   
carbocyclic residue substituted with 0-5  $\text{R}^{11e}$ , and  
a  $(\text{CRR})_r$ -5-10 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
30 S, substituted with 0-3  $\text{R}^{11e}$ ;

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R<sup>11a</sup>, at each occurrence, is independently selected from H, methyl, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>11e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-3 R<sup>11e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-3 R<sup>11e</sup>, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>11e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>11e</sup>;

R<sup>11b</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>11e</sup>, C<sub>2-8</sub> alkenyl substituted with 0-3 R<sup>11e</sup>, C<sub>2-8</sub> alkynyl substituted with 0-3 R<sup>11e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>11e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>11e</sup>;

R<sup>11d</sup>, at each occurrence, is independently selected from H, methyl, -CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>11e</sup>, C<sub>3-6</sub> alkenyl substituted with 0-3 R<sup>11e</sup>, C<sub>3-6</sub> alkynyl substituted with 0-3 R<sup>11e</sup>, a C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>11e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>11e</sup>;

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$R^{11e}$ , at each occurrence, is independently selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $C_{3-6}$  cycloalkyl, Cl, F, Br, I, CN,  $NO_2$ ,  $(CF_2)_rCF_3$ ,  $(CH_2)_rOC_{1-5}$  alkyl, OH,  $-O-C_{1-6}$  alkyl, SH,   
5  $(CH_2)_rSC_{1-5}$  alkyl,  $(CH_2)_rNR^{11f}R^{11f}$ , and  $(CH_2)_rphenyl$ ;

$R^{11f}$ , at each occurrence, is independently selected from H,  $C_{1-6}$  alkyl, and  $C_{3-6}$  cycloalkyl;

10  $R^{12}$  is selected from H,  $C_{1-6}$  alkyl,  $C_{2-6}$  alkenyl,  $C_{2-6}$  alkynyl,  $(CRR)_qOH$ ,  $(CRR)_qSH$ ,  $(CRR)_qOR^{12d}$ ,  $(CRR)_qS(O)_pR^{12d}$ ,  $(CRR)_rC(O)R^{12b}$ ,  $(CRR)_rNR^{12a}R^{12a}$ ,  $(CRR)_rC(O)NR^{12a}R^{12a}$ ,  $(CRR)_rC(O)NR^{12a}OR^{12d}$ ,   
15  $(CRR)_qSO_2NR^{12a}R^{12a}$ ,  $(CRR)_rC(O)OR^{12d}$ , a  $(CRR)_r-C_{3-10}$  carbocyclic residue substituted with 0-5  $R^{12e}$ , and a  $(CRR)_r-5-10$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{12e}$ ;

20  $R^{12a}$ , at each occurrence, is independently selected from H, methyl,  $C_{2-6}$  alkyl substituted with 0-3  $R^{12e}$ ,  $C_{3-8}$  alkenyl substituted with 0-3  $R^{12e}$ ,  $C_{3-8}$  alkynyl substituted with 0-3  $R^{12e}$ ,  $(CH_2)_rC_{3-6}$    
25 cycloalkyl, a  $(CH_2)_r-C_{3-10}$  carbocyclic residue substituted with 0-5  $R^{12e}$ , and a  $(CH_2)_r-5-10$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{12e}$ ;

## AMENDMENTS TO THE CLAIMS

R<sup>12b</sup>, at each occurrence, is independently selected from C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>12e</sup>, C<sub>2-8</sub> alkenyl substituted with 0-3 R<sup>12e</sup>, C<sub>2-8</sub> alkynyl substituted with 0-3 R<sup>12e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>12e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>12e</sup>;

10 R<sup>12d</sup>, at each occurrence, is independently selected from H, methyl, -CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>12e</sup>, C<sub>3-6</sub> alkenyl substituted with 0-3 R<sup>12e</sup>, C<sub>3-6</sub> alkynyl substituted with 0-3 R<sup>12e</sup>, a C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>12e</sup>, and  
15 a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>12e</sup>;

R<sup>12e</sup>, at each occurrence, is independently selected  
20 from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, -O-C<sub>1-6</sub> alkyl, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>12f</sup>R<sup>12f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

25 R<sup>12f</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

R<sup>14</sup> and R<sup>14a</sup> are ~~independently selected from H, and C<sub>1-4</sub> alkyl substituted with 0-1 R<sup>14b</sup>,~~

## AMENDMENTS TO THE CLAIMS

alternatively,  $R^{14}$  and  $R^{14a}$  can join to form a  $C_{3-6}$  cycloalkyl;

~~$R^{14b}$ , at each occurrence, is independently selected from OH, SH,  $NR^{14e}R^{14e}$ ,  $C(O)NR^{14e}R^{14e}$ ,  $NHC(O)R^{14e}$  and phenyl;~~

~~$R^{14e}$  is selected from H,  $C_{1-4}$  alkyl and  $C_{3-6}$  cycloalkyl;~~

~~$R^{15}$  is selected from H,  $C_{1-4}$  alkyl, and  $C_{3-6}$  cycloalkyl;~~

$R^{15}$  is H;

$R^{16}$  is selected from H,  $C_{1-4}$  alkyl substituted with 0-3  $R^{16a}$ , and  $C_{3-6}$  cycloalkyl substituted with 0-3  $R^{16a}$ ;

$R^{16a}$  is selected from  $C_{1-4}$  alkyl, -OH, -SH,  $NR^{16c}R^{16c}$ ,  $C(O)NR^{16c}R^{16c}$ , and  $NHC(O)R^{16c}$ ;

$R^{16c}$  is selected from H,  $C_{1-4}$  alkyl and  $C_{3-6}$  cycloalkyl;

$R^{17}$  is selected from H,  $C_{1-4}$  alkyl, and  $C_{3-4}$  cycloalkyl;

~~$n$  is selected from 1 and 2;~~

$l$  is selected from 0 and 1;

$m$  is selected from 0 and 1;



## AMENDMENTS TO THE CLAIMS

p, at each occurrence, is selected from 0, 1, or 2;

q, at each occurrence, is selected from 1, 2, 3, or 4;  
and

5

r, at each occurrence, is selected from 0, 1, 2, 3, or  
4.

3. (CANCELED)

10

4. (ORIGINAL) The compound of claim 3, wherein:

R<sup>16</sup> is selected from H, C<sub>1-4</sub> alkyl substituted with 0-1

15 R<sup>16a</sup>, wherein the alkyl is selected from methyl,  
ethyl, propyl, i-propyl, butyl, i-butyl, and  
s-butyl, and C<sub>3-4</sub> cycloalkyl substituted with 0-3  
R<sup>16a</sup> wherein the cycloalkyl is selected from  
cyclopropyl and cyclobutyl;

20 R<sup>16a</sup> is selected from methyl, ethyl, propyl, i-propyl,  
-OH, -SH, -NR<sup>16c</sup>R<sup>16c</sup>, -C(O)NR<sup>16c</sup>R<sup>16c</sup>, and  
-NHC(O)R<sup>16c</sup>; and

25 R<sup>17</sup> is selected from H, methyl, ethyl, propyl, and  
i-propyl.

5. (ORIGINAL) The compound of claim 4, wherein:

R<sup>9</sup> and R<sup>11</sup> are H; and

30

## AMENDMENTS TO THE CLAIMS

R<sup>8</sup> and R<sup>10</sup> are independently selected from H, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue wherein the carbocyclic residue is selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl and naphthyl.

6. (PREVIOUSLY AMENDED) The compound of claim 5, wherein:

R<sup>3</sup> is selected from (CRR)<sub>q</sub>OH, (CRR)<sub>q</sub>SH, (CRR)<sub>q</sub>OR<sup>3d</sup>, (CRR)<sub>q</sub>S(O)<sub>p</sub>R<sup>3d</sup>, (CRR)<sub>r</sub>C(O)R<sup>3b</sup>, (CRR)<sub>q</sub>NR<sup>3a</sup>R<sup>3a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>3a</sup>R<sup>3a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>3a</sup>OR<sup>3d</sup>, (CRR)<sub>q</sub>SO<sub>2</sub>NR<sup>3a</sup>R<sup>3a</sup>, (CRR)<sub>r</sub>C(O)OR<sup>3d</sup>, a (CRR)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>3e</sup>, and a (CRR)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>3e</sup> wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrrazolyl, pyrrolidinyl, tetrahydrofuranyl, tetrahydrothiophenyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;

R<sup>6</sup> is selected from H, (CRR)<sub>q</sub>OH, (CRR)<sub>q</sub>SH, (CRR)<sub>q</sub>OR<sup>6d</sup>, (CRR)<sub>q</sub>S(O)<sub>p</sub>R<sup>6d</sup>, (CRR)<sub>r</sub>C(O)R<sup>6b</sup>, (CRR)<sub>q</sub>NR<sup>6a</sup>R<sup>6a</sup>,

## AMENDMENTS TO THE CLAIMS

(CRR)<sub>r</sub>C(O)NR<sup>6a</sup>R<sup>6a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>6a</sup>OR<sup>6d</sup>,  
(CRR)<sub>q</sub>SO<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CRR)<sub>r</sub>C(O)OR<sup>6d</sup>, a (CRR)<sub>r</sub>-C<sub>6-10</sub>  
carbocyclic residue substituted with 0-5 R<sup>6e</sup>, and  
a (CRR)<sub>r</sub>-5-10 membered heterocyclic system  
5 containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-6 R<sup>6e</sup> wherein the  
heterocyclic system is selected from pyridinyl,  
thiophenyl, furanyl, indazolyl, benzothiazolyl,  
benzimidazolyl, benzothiophenyl, benzofuranyl,  
10 benzoxazolyl, benzisoxazolyl, quinolinyl,  
isoquinolinyl, imidazolyl, indolyl, indolinyl,  
isoindolyl, isothiadiazolyl, isoxazolyl,  
piperidinyl, pyrrazolyl, pyrrolidinyl,  
tetrahydrofuranyl, tetrahydrothiophenyl, 1,2,4-  
15 triazolyl, 1,2,6-triazolyl, tetrazolyl,  
thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and  
pyrimidinyl;

R<sup>7</sup> is H;

R<sup>12</sup> is selected from H, methyl, ethyl, and propyl;

7. (PREVIOUSLY AMENDED) The compound of claim 6,  
wherein:

R<sup>1</sup> is selected from phenyl substituted with 0-3 R<sup>4</sup>;

R<sup>2</sup> is selected from phenyl substituted with 0-3 R<sup>5</sup>.

8. (PREVIOUSLY AMENDED) The compound of claim 7,  
wherein:

## AMENDMENTS TO THE CLAIMS

X is  $\text{CHR}^{16}\text{R}^{17}$ ;

$\text{R}^4$ , at each occurrence, is selected from  $\text{C}_{1-8}$  alkyl,  $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl,  $(\text{CR}'\text{R}')_{\text{r}}\text{C}_{3-6}$  cycloalkyl, Cl, Br, I, F,  $\text{NO}_2$ , CN,  $(\text{CR}'\text{R}')_{\text{r}}\text{NR}^{4\text{a}}\text{R}^{4\text{a}}$ ,  $(\text{CR}'\text{R}')_{\text{r}}\text{OH}$ ,  $(\text{CR}'\text{R}')_{\text{r}}\text{OR}^{4\text{d}}$ ,  $(\text{CR}'\text{R}')_{\text{r}}\text{SH}$ ,  $(\text{CR}'\text{R}')_{\text{r}}\text{SR}^{4\text{d}}$ ,  $(\text{CR}'\text{R}')_{\text{r}}\text{C}(\text{O})\text{OH}$ ,  $(\text{CR}'\text{R}')_{\text{r}}\text{C}(\text{O})\text{R}^{4\text{b}}$ ,  $(\text{CR}'\text{R}')_{\text{r}}\text{C}(\text{O})\text{NR}^{4\text{a}}\text{R}^{4\text{a}}$ ,  $(\text{CR}'\text{R}')_{\text{r}}\text{NR}^{4\text{f}}\text{C}(\text{O})\text{R}^{4\text{b}}$ ,  $(\text{CR}'\text{R}')_{\text{r}}\text{C}(\text{O})\text{OR}^{4\text{d}}$ ,  $(\text{CR}'\text{R}')_{\text{r}}\text{OC}(\text{O})\text{R}^{4\text{b}}$ ,  $(\text{CR}'\text{R}')_{\text{r}}\text{NR}^{4\text{f}}\text{C}(\text{O})\text{OR}^{4\text{d}}$ ,  $(\text{CR}'\text{R}')_{\text{r}}\text{OC}(\text{O})\text{NR}^{4\text{a}}\text{R}^{4\text{a}}$ ,  $(\text{CR}'\text{R}')_{\text{r}}\text{NR}^{4\text{a}}\text{C}(\text{O})\text{NR}^{4\text{a}}\text{R}^{4\text{a}}$ ,  $(\text{CR}'\text{R}')_{\text{r}}\text{S}(\text{O})_{\text{p}}\text{R}^{4\text{b}}$ ,  $(\text{CR}'\text{R}')_{\text{r}}\text{S}(\text{O})_2\text{NR}^{4\text{a}}\text{R}^{4\text{a}}$ ,  $(\text{CR}'\text{R}')_{\text{r}}\text{NR}^{4\text{f}}\text{S}(\text{O})_2\text{R}^{4\text{b}}$ ,  $(\text{CR}'\text{R}')_{\text{r}}\text{NR}^{4\text{f}}\text{S}(\text{O})_2\text{NR}^{4\text{a}}\text{R}^{4\text{a}}$ ,  $\text{C}_{1-6}$  haloalkyl, and  $(\text{CR}'\text{R}')_{\text{r}}$ phenyl substituted with 0-3  $\text{R}^{4\text{e}}$ ;

alternatively, two  $\text{R}^4$  on adjacent atoms join to form  $-\text{O}-(\text{CH}_2)-\text{O}-$ ;

$\text{R}^{4\text{a}}$ , at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a  $(\text{CH}_2)_{\text{r}}-\text{C}_{3-6}$  carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;

$\text{R}^{4\text{b}}$ , at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, a  $(\text{CH}_2)_{\text{r}}-\text{C}_{3-6}$  carbocyclic residue substituted with 0-3  $\text{R}^{4\text{e}}$ , wherein the carbocyclic residue is

## AMENDMENTS TO THE CLAIMS

selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl, and a  $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2  $R^{4e}$ , wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;

$R^{4d}$ , at each occurrence, is selected from H, methyl,  $CF_3$ , ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a  $(CH_2)_r$ - $C_{3-6}$  carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;

$R^{4e}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_rC_{3-6}$  cycloalkyl, Cl, F, Br, I, CN,  $NO_2$ ,  $(CF_2)_rCF_3$ ,  $(CH_2)_rOC_{1-5}$  alkyl, OH, SH,  $(CH_2)_rSC_{1-5}$  alkyl,  $(CH_2)_rNR^{4f}R^{4f}$ , and  $(CH_2)_r$ phenyl;

$R^{4f}$ , at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, and cyclopropyl, cyclobutyl, and phenyl;

## AMENDMENTS TO THE CLAIMS

R<sup>5</sup>, at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, t-butyl, pentyl, hexyl, (CR'R')<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F, NO<sub>2</sub>, CN, (CR'R')<sub>r</sub>NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>OH, (CR'R')<sub>r</sub>OR<sup>5d</sup>, (CR'R')<sub>r</sub>SH, (CR'R')<sub>r</sub>C(O)H, (CR'R')<sub>r</sub>SR<sup>5d</sup>, (CR'R')<sub>r</sub>C(O)OH, (CR'R')<sub>r</sub>C(O)R<sup>5b</sup>, (CR'R')<sub>r</sub>C(O)NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>NR<sup>5f</sup>C(O)R<sup>5b</sup>, (CR'R')<sub>r</sub>C(O)OR<sup>5d</sup>, (CR'R')<sub>r</sub>OC(O)R<sup>5b</sup>, (CR'R')<sub>r</sub>NR<sup>5f</sup>C(O)OR<sup>5d</sup>, (CR'R')<sub>r</sub>OC(O)NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>NR<sup>5a</sup>C(O)NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>NR<sup>5a</sup>C(O)NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>NR<sup>5a</sup>C(O)O(CR'R')<sub>r</sub>R<sup>5d</sup>, (CR'R')<sub>r</sub>S(O)<sub>p</sub>R<sup>5b</sup>, (CR'R')<sub>r</sub>S(O)<sub>2</sub>NR<sup>5a</sup>R<sup>5a</sup>, (CR'R')<sub>r</sub>NR<sup>5f</sup>S(O)<sub>2</sub>R<sup>5b</sup>, C<sub>1-6</sub> haloalkyl, and (CHR')<sub>r</sub>phenyl substituted with 0-3 R<sup>5e</sup>;

alternatively, two R<sup>5</sup> on adjacent atoms join to form -O-(CH<sub>2</sub>)-O-;

R<sup>5a</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-1 R<sup>5e</sup>, wherein the carbocyclic residue is selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl and naphthyl;

R<sup>5b</sup>, at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, a

## AMENDMENTS TO THE CLAIMS

(CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, and phenyl; and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, azetidyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, morphlinyl, piperidinyl, pyrrolyl, 2,5-dihydropyrrolyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;

R<sup>5d</sup>, at each occurrence, is selected from H, methyl, CF<sub>3</sub>, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;

R<sup>5e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>5f</sup>R<sup>5f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl; and

## AMENDMENTS TO THE CLAIMS

$R^{5f}$ , at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, and cyclopropyl, cyclobutyl, and phenyl.

5 9. (ORIGINAL) The compound of claim 8, wherein:

$R^5$  is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, hexyl,  $CF_3$ ,  $CF_2CF_3$ ,  $CF_2H$ ,  $OCF_3$ , Cl, Br, I, F,  $SCF_3$ ,  $NR^{5a}R^{5a}$ ,  
10  $NHC(O)OR^{5a}$ ,  $NHC(O)R^{5b}$ , and  $NHC(O)NHR^{5a}$ ; and

$R^{12}$  is selected from H and methyl.

10. (PREVIOUSLY AMENDED) A compound of claim 9,  
15 wherein:

Z is  $-C(O)-$ ;

X is  $-CHR^{16}NR^{17}-$ ;

20

$R^1$  is selected from phenyl substituted with 0-3  $R^4$ ;

$R^2$  is phenyl substituted with 0-2  $R^5$ ;

25  $R^3$  is selected from  $(CRR)_qOH$ ,  $(CRR)_qOR^{3d}$ ,  $(CH_2)_rC(O)OH$ ,  
 $(CH_2)_rC(O)NR^{3a}R^{3a}$ ,  $(CHR)_rC(O)NR^{3a}OR^{3d}$ ,  $(CH_2)_rC(O)R^{3b}$ ,  
 $(CH_2)_rC(O)OR^{3d}$ , and  $(CH_2)$ -phenyl;

$R^{3a}$  is selected from H, methyl, ethyl, propyl,  
30 i-propyl, butyl, i-butyl, s-butyl, t-butyl, allyl,  
 $CH_2CF_3$ ,  $C(CH_3)CH_2CH_2OH$ , cyclopropyl, 1-



## AMENDMENTS TO THE CLAIMS

methylcyclopropyl, cyclobutyl, cyclopentyl,  
cyclohexyl, phenyl, and benzyl;

5 R<sup>3b</sup> is selected from pyrrolidinyl, pyrrolid-3-enyl, and  
morpholinyl;

R<sup>3d</sup> is selected from methyl, ethyl, propyl, i-propyl,  
butyl, i-butyl, t-butyl and benzyl;

10 R is selected from H, methyl, ethyl, propyl, i-propyl,  
butyl, i-butyl, s-butyl, pentyl, neopentyl, phenyl  
and benzyl;

15 R<sup>4</sup> is selected from methyl, ethyl, propyl, i-propyl,  
butyl, ethylene, OCH<sub>3</sub>, OCF<sub>3</sub>, SCH<sub>3</sub>, SO<sub>2</sub>CH<sub>3</sub>, Cl, F,  
Br, CN;

alternatively, two R<sup>4</sup> join to form -O-(CH<sub>2</sub>)-O-;

20 R<sup>6</sup> is selected from H, methyl, ethyl, propyl, i-propyl,  
butyl, C(O)OCH<sub>3</sub>, C(O)NHCH<sub>2</sub>CH<sub>3</sub>;

R<sup>7</sup>, R<sup>9</sup>, and R<sup>11</sup> are H;

25 R<sup>8</sup> is H;

R<sup>10</sup> is selected from H and methyl;

R<sup>16</sup> is selected from H and methyl;

30

R<sup>17</sup> is selected from H and methyl;

## AMENDMENTS TO THE CLAIMS

m is 0 or 1;

l is 0 or 1

5

r is 0 or 1; and

q is 1.

10 11. (WITHDRAWN) The compound of claim 1, wherein

R<sup>3</sup> is H; and

15 R<sup>6</sup>, is selected from C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub>  
alkynyl, (CRR)<sub>q</sub>OH, (CRR)<sub>q</sub>SH, (CRR)<sub>q</sub>OR<sup>6d</sup>,  
(CRR)<sub>q</sub>S(O)<sub>p</sub>R<sup>6d</sup>, (CRR)<sub>r</sub>C(O)R<sup>6b</sup>, (CRR)<sub>r</sub>NR<sup>6a</sup>R<sup>6a</sup>,  
(CRR)<sub>r</sub>C(O)NR<sup>6a</sup>R<sup>6a</sup>, (CRR)<sub>r</sub>C(O)NR<sup>6a</sup>OR<sup>6d</sup>,  
(CRR)SO<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CRR)<sub>r</sub>C(O)OR<sup>6d</sup>, a (CRR)<sub>r</sub>-C<sub>3-10</sub>  
20 carbocyclic residue substituted with 0-5 R<sup>6e</sup>, and  
a (CRR)<sub>r</sub>-5-10 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-3 R<sup>6e</sup>.

12. (WITHDRAWN) The compound of claim 11, wherein

25

R<sup>14</sup> and R<sup>14a</sup> are H;

R<sup>15</sup> is H;

30 n is 1;

## AMENDMENTS TO THE CLAIMS

R<sup>16</sup> is selected from H, C<sub>1-4</sub> alkyl substituted with 0-1

R<sup>16a</sup>, wherein the alkyl is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, and s-butyl, and C<sub>3-4</sub> cycloalkyl substituted with 0-3

5 R<sup>16a</sup> wherein the cycloalkyl is selected from cyclopropyl and cyclobutyl;

R<sup>16a</sup> is selected from methyl, ethyl, propyl, i-propyl,

-OH, -SH, -NR<sup>16c</sup>R<sup>16c</sup>, -C(O)NR<sup>16c</sup>R<sup>16c</sup>, and

10 -NHC(O)R<sup>16c</sup>;

R<sup>17</sup> is selected from H, methyl, ethyl, propyl, and i-propyl;

15 R<sup>9</sup> and R<sup>11</sup> are H; and

R<sup>8</sup> and R<sup>10</sup> are independently selected from H, C<sub>1-6</sub>

alkyl, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub>

carbocyclic residue wherein the carbocyclic

20 residue is selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl and naphthyl.

13. (WITHDRAWN) The compound of claim 12, wherein

25 X is CHR<sup>16</sup>R<sup>17</sup>;

R<sup>5</sup> is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, hexyl, CF<sub>3</sub>,

CF<sub>2</sub>CF<sub>3</sub>, CF<sub>2</sub>H, OCF<sub>3</sub>, Cl, Br, I, F, SCF<sub>3</sub>, NR<sup>5a</sup>R<sup>5a</sup>,

30 NHC(O)OR<sup>5a</sup>, NHC(O)R<sup>5b</sup>, and NHC(O)NHR<sup>5a</sup>; and

## AMENDMENTS TO THE CLAIMS

R<sup>12</sup> is selected from H and methyl;

Z is -C(O)-;

5 R<sup>1</sup> is selected from phenyl substituted with 0-3 R<sup>4</sup>, and  
a 5-10 membered heteroaryl system substituted with  
0-2 R<sup>4</sup>, wherein the heteroaryl is selected from  
indolyl, and pyridyl;

10 R<sup>2</sup> is phenyl substituted with 0-2 R<sup>5</sup>;

R<sup>3</sup> is selected from (CRR)<sub>q</sub>OH, (CRR)<sub>q</sub>OR<sup>3d</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)OH,  
(CH<sub>2</sub>)<sub>r</sub>C(O)NR<sup>3a</sup>R<sup>3a</sup>, (CHR)<sub>r</sub>C(O)NR<sup>3a</sup>OR<sup>3d</sup>, (CH<sub>2</sub>)C(O)R<sup>3b</sup>,  
(CH<sub>2</sub>)<sub>r</sub>C(O)OR<sup>3d</sup>, and (CH<sub>2</sub>)-phenyl;

15

alternatively, R<sup>3</sup> and R<sup>12</sup> join to form cyclopropyl,  
cyclopentyl or cyclohexyl;

20

R<sup>3a</sup> is selected from H, methyl, ethyl, propyl,  
i-propyl, butyl, i-butyl, s-butyl, t-butyl, allyl,  
CH<sub>2</sub>CF<sub>3</sub>, C(CH<sub>3</sub>)CH<sub>2</sub>CH<sub>2</sub>OH, cyclopropyl, 1-  
methylcyclopropyl, cyclobutyl, cyclopentyl,  
cyclohexyl, phenyl, and benzyl;

25

R<sup>3b</sup> is selected from pyrrolidinyl, pyrrolid-3-enyl, and  
morpholinyl;

R<sup>3d</sup> is selected from methyl, ethyl, propyl, i-propyl,  
butyl, i-butyl, t-butyl and benzyl;

30

## AMENDMENTS TO THE CLAIMS

R is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, neopentyl, phenyl and benzyl;

- 5 R<sup>4</sup> is selected from methyl, ethyl, propyl, i-propyl, butyl, ethylene, OCH<sub>3</sub>, OCF<sub>3</sub>, SCH<sub>3</sub>, SO<sub>2</sub>CH<sub>3</sub>, Cl, F, Br, CN;

alternatively, two R<sup>4</sup> join to form -O-(CH<sub>2</sub>)-O-;

10

R<sup>6</sup> is selected from H, methyl, ethyl, propyl, i-propyl, butyl, C(O)OCH<sub>3</sub>, C(O)NHCH<sub>2</sub>CH<sub>3</sub>;

R<sup>7</sup>, R<sup>9</sup>, and R<sup>11</sup> are H;

15

R<sup>8</sup> is H;

R<sup>10</sup> is selected from H and methyl;

- 20 R<sup>16</sup> is selected from H and methyl;

R<sup>17</sup> is selected from H and methyl;

m is 0 or 1;

25

l is 0 or 1

r is 0 or 1; and

- 30 q is 1.

## AMENDMENTS TO THE CLAIMS

14. (PREVIOUSLY AMENDED) The compound of claim 1,  
wherein the compound is selected from:

Methyl (2S)-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-  
5 [[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanoate;

Methyl (2R)-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-  
10 [[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanoate;

(2S)-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-  
15 (trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanoic acid;

(2S)-N-Methyl-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-  
[[[[3-  
20 (trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanamide;

(2S)-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
25 propanamide;

(2R)-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanamide;

30 (2S)-N-Ethyl-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-  
[[[[3-

## AMENDMENTS TO THE CLAIMS

(trifluoromethyl)benzoyl]amino]acetyl]amino] -  
propanamide;

5 (2S) -N-Benzyl-3- [[ (2,4-dimethylphenyl)methyl]amino] -2-  
[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino] -  
propanamide;

10 (2S) -N-Isopropyl-3- [[ (2,4-dimethylphenyl)methyl]amino] -  
2- [[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino] -  
propanamide;

15 (2S) -N-tert-Butyl-3- [[ (2,4-  
dimethylphenyl)methyl]amino] -2- [[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino] -  
propanamide;

20 (2S) -N-Cyclopropyl-3- [[ (2,4-  
dimethylphenyl)methyl]amino] -2- [[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino] -  
propanamide;

25 (2S) -N-Cyclobutyl-3- [[ (2,4-  
dimethylphenyl)methyl]amino] -2- [[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino] -  
propanamide;

30 (2S) -N-Phenyl-3- [[ (2,4-dimethylphenyl)methyl]amino] -2-  
[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino] -  
propanamide;

## AMENDMENTS TO THE CLAIMS

(2S)-N,N-Dimethyl-3-[[ (2,4-dimethylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

5

(2S)-N-Methyl,N-methoxy-3-[[ (2,4-dimethylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

10

Methyl (2S)-3-[[ (4-chlorophenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanoate;

15

(2S)-3-[[ (4-chlorophenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

20

(2S)-N-Ethyl-3-[[ (4-chlorophenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

25

Methyl (2S)-3-[[ (1S/R)-1-(4-chlorophenyl)ethyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanoate;

30

Methyl (2S)-3-[[ (1S/R)-1-(2,4-dimethylphenyl)ethyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanoate;



## AMENDMENTS TO THE CLAIMS

Methyl (2S)-3-[(1,3-benzodioxol-5-ylmethyl)amino]-2-  
[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
5 propanoate;

Methyl (2S)-3-[(4-bromophenyl)methyl]amino]-2-[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanoate;

10 Methyl (2S)-2-[[[2-[(1,1-  
dimethylethoxy)carbonyl]amino]-5-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-  
[(2,4-dimethylphenyl)methyl]amino]-propanoate;

15 Methyl (2S)-2-[[[2-amino-5-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-  
[(2,4-dimethylphenyl)methyl]amino]-propanoate;

20 (2S)-2-[[[2-amino-5-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-  
[(2,4-dimethylphenyl)methyl]amino]-propanamide;

25 N-[2-[(1S)-2-[(2,4-dimethylphenyl)methyl]amino]-1-  
(hydroxymethyl)ethyl]amino]-2-oxoethyl]-3-  
(trifluoromethyl)benzamide;

30 N-[2-[(1R)-2-[(2,4-dimethylphenyl)methyl]amino]-1-  
(hydroxymethyl)ethyl]amino]-2-oxoethyl]-3-  
(trifluoromethyl)benzamide;

## AMENDMENTS TO THE CLAIMS

*N*-[2-[[[(1*S*, 2*S*/*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxypropyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

5

*tert*-Butyl (3*R*)-4-[[[(2,4-dimethylphenyl)methyl]amino]-3-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanoate;

10

*N*-[2-[[[(1*R*)-2-[[[(2,4-dimethylphenyl)methyl]amino]-1-(phenylmethyl)ethyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

15

(2*S*)-*N*-*tert*-Butyl-2-[[[2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

20

(2*S*)-*N*-*tert*-Butyl-2-[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[[(2,4-dimethylphenyl)methyl]amino]-propanamide;

25

(2*S*)-*N*-*tert*-Butyl-3-[[[(4-bromo, 2-methylphenyl)methyl]amino]-2-[[[2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

30

(2*S*)-*N*-*tert*-Butyl-2-[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-

## AMENDMENTS TO THE CLAIMS

[[ (4-bromo, 2-methylphenyl)methyl]amino] -  
propanamide;

5 N- [2- [[ (1S, 2S) -1- [[[ (2,4-  
dimethylphenyl)methyl]amino]methyl] -2-hydroxy-3-  
(methyl)butyl]amino] -2-oxoethyl] -3-  
(trifluoromethyl)benzamide;

10 N- [2- [[ (1S, 2R) -1- [[[ (2,4-  
dimethylphenyl)methyl]amino]methyl] -2-hydroxy-3-  
(methyl)butyl]amino] -2-oxoethyl] -3-  
(trifluoromethyl)benzamide;

15 N- [2- [[ (1S, 2S) -1- [[[ (2,4-  
dimethylphenyl)methyl]amino]methyl] -2-hydroxy-2-  
(phenyl)ethyl]amino] -2-oxoethyl] -3-  
(trifluoromethyl)benzamide;

20 N- [2- [[ (1S, 2R) -1- [[[ (2,4-  
dimethylphenyl)methyl]amino]methyl] -2-hydroxy-2-  
(phenyl)ethyl]amino] -2-oxoethyl] -3-  
(trifluoromethyl)benzamide;

25 N- [2- [[ (1S, 2S) -1- [[[ (2,4-  
dimethylphenyl)methyl]amino]methyl] -2-hydroxy-3-  
(phenyl)propyl]amino] -2-oxoethyl] -3-  
(trifluoromethyl)benzamide;

30 N- [2- [[ (1S, 2R) -1- [[[ (2,4-  
dimethylphenyl)methyl]amino]methyl] -2-hydroxy-3-  
(phenyl)propyl]amino] -2-oxoethyl] -3-  
(trifluoromethyl)benzamide;

## AMENDMENTS TO THE CLAIMS

5 N-[2-[[[(1S, 2S)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methyl)pentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

10 N-[2-[[[(1S, 2R)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methyl)pentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

15 N-[2-[[[(1S, 2S)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)butyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

20 N-[2-[[[(1S, 2R)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)butyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

25 N-[2-[[[(1S, 2S)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)butyl]amino]-2-oxoethyl]-2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

30 N-[2-[[[(1S, 2S)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)butyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

## AMENDMENTS TO THE CLAIMS

*N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methyl)pentyl]amino]-2-oxoethyl]-2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

*N*-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methyl)pentyl]amino]-2-oxoethyl]-2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

*N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methyl)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

*N*-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-(methyl)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

*N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-4,4-dimethyl-2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

*N*-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-4,4-dimethyl-2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

## AMENDMENTS TO THE CLAIMS

*N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

5

*N*-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

10

*N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

15

*N*-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

20

*N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

25

*N*-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

30

## AMENDMENTS TO THE CLAIMS

N-[2-[[[(1S, 2S)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-amino-5-(trifluoromethyl)benzamide;

5

N-[2-[[[(1S, 2R)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-amino-5-(trifluoromethyl)benzamide;

10

N-[2-[[[(1S, 2S)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(ethylamino)carbonyl]amino]-5-(trifluoromethyl)benzamide;

15

N-[2-[[[(1S, 2R)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(ethylamino)carbonyl]amino]-5-(trifluoromethyl)benzamide;

20

N-[2-[[[(1S, 2S)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(isopropylamino)carbonyl]amino]-5-(trifluoromethyl)benzamide;

25

N-[2-[[[(1S, 2R)-1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-

30

## AMENDMENTS TO THE CLAIMS

[[[isopropylamino) carbonyl]amino]-5-  
(trifluoromethyl)benzamide;

5        *N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-  
dimethylphenyl)methyl]amino]methyl]-2-  
(hydroxy)pentyl]amino]-2-oxoethyl]-2-[(1-  
pyrrolidinylcarbonyl)amino]-5-  
(trifluoromethyl)benzamide;

10      *N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-  
dimethylphenyl)methyl]amino]methyl]-2-  
(hydroxy)pentyl]amino]-2-oxoethyl]-2-[(1-  
azetidiny carbonyl)amino]-5-  
(trifluoromethyl)benzamide;

15        *N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-  
dimethylphenyl)methyl]amino]methyl]-2-  
(hydroxy)pentyl]amino]-2-oxoethyl]-2-  
[[[methylamino) carbonyl]amino]-5-  
20        (trifluoromethyl)benzamide;

25        *N*-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-  
dimethylphenyl)methyl]amino]methyl]-2-  
(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(4-  
mopholinylcarbonyl)]amino]-5-  
(trifluoromethyl)benzamide;

30        *N*-[2-[[[(1*S*, 2*R*)-1-[[[(2,4-  
dimethylphenyl)methyl]amino]methyl]-2-  
(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(1-  
piperazinylcarbonyl)]amino]-5-  
(trifluoromethyl)benzamide;



## AMENDMENTS TO THE CLAIMS

- 5     N-[2-[[[(1S, 2S)-1-[[[(4-ethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;
- 10     N-[2-[[[(1S, 2S)-1-[[[(4-ethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;
- 15     N-[2-[[[(1S, 2S)-1-[[[(4-ethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(isopropylamino)carbonyl]amino]-5-(trifluoromethyl)benzamide;
- 20     N-[2-[[[(1S, 2S)-1-[[[(4-ethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[(4-morpholinylcarbonyl)amino]-5-(trifluoromethyl)benzamide;
- 25     N-[2-[[[(1S, 2S)-1-[[[(4-dimethylamino-2-methylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;
- 30     N-[2-[[[(1S, 2S)-1-[[[(4-dimethylamino-2-methylphenyl)methyl]amino]methyl]-2-

## AMENDMENTS TO THE CLAIMS

(hydroxy)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

N-[2-[[[(1S, 2S)-1-[[[(2,4-

5 dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-(tert-butyl)amino-5-(trifluoromethyl)benzamide;

N-[2-[[[(1S, 2S)-1-[[[(2,4-

10 dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-isopropylamino-5-(trifluoromethyl)benzamide;

N-[2-[[[(1S, 2S)-1-[[[(2,4-

15 dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-benzylamino-5-(trifluoromethyl)benzamide;

N-[2-[[[(1S, 2S)-1-[[[(2,4-

20 dimethylphenyl)methyl]amino]methyl]-2-(methoxy)pentyl]amino]-2-oxoethyl]-2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

25 N-[2-[[[(1S, 2S)-1-[[[(2,4-

dimethylphenyl)methyl]amino]methyl]-2-(methoxy)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide;

30 N-[2-[[[(S)-1-[[[(2,4-

dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-(methyl)propyl]amino]-2-oxoethyl]-2-[[[(1,1-

## AMENDMENTS TO THE CLAIMS

dimethylethoxy) carbonyl] amino] -5-  
(trifluoromethyl) benzamide;

N- [2- [ [(S) -1- [ [(2,4-

5 dimethylphenyl) methyl] amino] methyl] -2-hydroxy-2-  
(methyl) propyl] amino] -2-oxoethyl] -2-amino-5-  
(trifluoromethyl) benzamide;

N- [2- [ [(S) -1- [ [(2,4-

10 dimethylphenyl) methyl] amino] methyl] -2-hydroxy-2-  
(ethyl) butyl] amino] -2-oxoethyl] -2- [ [(1,1-  
dimethylethoxy) carbonyl] amino] -5-  
(trifluoromethyl) benzamide;

15 N- [2- [ [(S) -1- [ [(2,4-

dimethylphenyl) methyl] amino] methyl] -2-hydroxy-2-  
(ethyl) butyl] amino] -2-oxoethyl] -2-amino-5-  
(trifluoromethyl) benzamide;

20 N- [2- [ [(S) -1- [ [(2,4-

dimethylphenyl) methyl] amino] methyl] -2-hydroxy-2-  
(propyl) pentyl] amino] -2-oxoethyl] -2- [ [(1,1-  
dimethylethoxy) carbonyl] amino] -5-  
(trifluoromethyl) benzamide;

25

N- [2- [ [(S) -1- [ [(2,4-

dimethylphenyl) methyl] amino] methyl] -2-hydroxy-2-  
(propyl) pentyl] amino] -2-oxoethyl] -2-amino-5-  
(trifluoromethyl) benzamide;

30

N- [2- [ [(S) -2- [ [(2,4-dimethylphenyl) methyl] amino] -1-  
(hydroxycyclopentyl) ethyl] amino] -2-oxoethyl] -2-

## AMENDMENTS TO THE CLAIMS

[[ (1,1-dimethylethoxy) carbonyl] amino] -5-  
(trifluoromethyl) benzamide;

5     *N*-[2-[[ (S)-1-[[ (S)-2-[[ (2,4-  
dimethylphenyl) methyl] amino] -1-  
(hydroxycyclopentyl) ethyl] amino] -2-oxoethyl] -2-  
amino-5-(trifluoromethyl) benzamide;

10     (2*S*)-*N*-*tert*-Butyl-3-[[ (2,4-  
dimethylphenyl) methyl] amino] -2-[[[[3-  
(trifluoromethoxy) benzoyl] amino] acetyl] amino] -  
propanamide;

15     (2*S*)-*N*-*tert*-Butyl-3-[[ (2,4-  
dimethylphenyl) methyl] amino] -2-[[[[3-  
(difluoromethyl) benzoyl] amino] acetyl] amino] -  
propanamide;

20     (2*S*)-*N*-*tert*-Butyl-3-[[ (2,4-  
dimethylphenyl) methyl] amino] -2-[[[[3-  
(trifluoromethylthio) benzoyl] amino] acetyl] amino] -  
propanamide;

25     (2*S*)-*N*-*tert*-Butyl-3-[[ (2,4-  
dimethylphenyl) methyl] amino] -2-[[[[3-  
(pentafluoroethyl) benzoyl] amino] acetyl] amino] -  
propanamide;

30     (2*S*)-*N*-*tert*-Butyl-2-[[[[2-amino-5-  
(trifluoromethoxy) benzoyl] amino] acetyl] amino] -3-  
[[ (2,4-dimethylphenyl) methyl] amino] -propanamide;

## AMENDMENTS TO THE CLAIMS

(2S) -N-tert-Butyl-2-[[[2-amino-5-(methyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

5 (2S) -N-tert-Butyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-[[[2-ethylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

10 (2S) -N-tert-Butyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-[[[2-propylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

15 (2S) -N-tert-Butyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-[[[2-isobutylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

20 (2S) -N-tert-Butyl-2-[[[2-butylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

25 (2S) -N-tert-Butyl-2-[[[2-cyclohexylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[(2,4-dimethylphenyl)methyl]amino]-propanamide;

(2S) -N-tert-Butyl-3-[(2,4-dimethylphenyl)methyl]amino]-2-[[[2-isopropylamino-5-

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## AMENDMENTS TO THE CLAIMS

(trifluoromethyl)benzoyl]amino]acetyl]amino] -  
propanamide;

(2S) -N-tert-Butyl-3- [[ (2,4-

5 dimethylphenyl)methyl]amino] - 2- [[[[2-(tert-  
butyl)amino-5-  
(trifluoromethyl)benzoyl]amino]acetyl]amino] -  
propanamide;

10 (2S) -N-tert-Butyl-3- [[ (2,4-

dimethylphenyl)methyl]amino] - 2- [[[[2-  
(methyaminocarbonyl)amino-5-  
(trifluoromethyl)benzoyl]amino]acetyl]amino] -  
propanamide;

15

(2S) -N-tert-Butyl-3- [[ (2,4-

dimethylphenyl)methyl]amino] - 2- [[[[2-  
(isopropoxycarbonyl)amino-5-  
(trifluoromethyl)benzoyl]amino]acetyl]amino] -  
20 propanamide;

(2S) -N-tert-Butyl-3- [[ (2,4-

dimethylphenyl)methyl]amino] - 2- [[[[2-  
(isopropylaminocarbonyl)amino-5-  
25 (trifluoromethyl)benzoyl]amino]acetyl]amino] -  
propanamide;

(2S) -N-tert-Butyl-2- [[[[2-(cyclohexylcarbonyl)amino-5-

30 [[ (2,4-dimethylphenyl)methyl]amino] -propanamide;

## AMENDMENTS TO THE CLAIMS

(2S)-N-tert-Butyl-2-[[[2-benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[2,4-dimethylphenyl)methyl]amino]-propanamide;

5 (2S)-N-tert-Butyl-2-[[[2-(para-chloro)benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[2,4-dimethylphenyl)methyl]amino]-propanamide;

10 (2S)-N-tert-Butyl-2-[[[2-[(beta-naphthyl)methyl]amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[2,4-dimethylphenyl)methyl]amino]-propanamide;

15 (2S)-N-tert-Butyl-2-[[[2-(meta-methyl)benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[2,4-dimethylphenyl)methyl]amino]-propanamide;

20 (2S)-N-tert-Butyl-2-[[[2-(para-methyl)benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[2,4-dimethylphenyl)methyl]amino]-propanamide;

(2S)-N-tert-Butyl-2-[[[2-(ortho-methyl)benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[2,4-dimethylphenyl)methyl]amino]-propanamide;

25 (2S)-N-tert-Butyl-3-[[2,4-dimethylphenyl)methyl]amino]-2-[[[2-(para-trifluoromethyl)benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

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## AMENDMENTS TO THE CLAIMS

(2S) -N-tert-Butyl-2-[[[3-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[2,4-dimethylphenyl)methyl]amino]-propanamide;

5 (2S) -N-tert-Butyl-2-[[[3-benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[2,4-dimethylphenyl)methyl]amino]-propanamide;

10 (2S) -N-tert-Butyl-2-[[[3-methylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[2,4-dimethylphenyl)methyl]amino]-propanamide;

15 (2S) -N-tert-Butyl-2-[[[3-ethylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[2,4-dimethylphenyl)methyl]amino]-propanamide;

20 (2S) -N-tert-Butyl-2-[[[3-isobutylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[2,4-dimethylphenyl)methyl]amino]-propanamide;

(2S) -N-tert-Butyl-2-[[[3-propylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[2,4-dimethylphenyl)methyl]amino]-propanamide;

25 (2S) -N-tert-Butyl-2-[[[3-butylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[2,4-dimethylphenyl)methyl]amino]-propanamide;

30 (2S) -N-tert-Butyl-2-[[[3-(trifluoromethylcarbonyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[2,4-dimethylphenyl)methyl]amino]-propanamide;



## AMENDMENTS TO THE CLAIMS

(2S) -N-tert-Butyl-2-[[[3-(ethoxycarbonyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[[2,4-dimethylphenyl)methyl]amino]-propanamide;

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(2S) -2-[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[[2-methyl-4-bromophenyl)methyl]amino]-propanamide;

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(2S) -2-[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[[4-bromophenyl)methyl]amino]-propanamide;

15 (2S) -N-tert-Butyl-3-[[[4-methylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

20 (2S) -N-tert-Butyl-3-[[[4-bromophenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

25 (2S) -N-tert-Butyl-3-[[[4-bromo-2-methylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

30 (2S) -N-tert-Butyl-3-[[[4-methoxyphenyl)methyl]amino]-2-[[[3-

## AMENDMENTS TO THE CLAIMS

(trifluoromethyl)benzoyl]amino]acetyl]amino] -  
propanamide;

5 (2S) -N-tert-Butyl-3- [[ (4-methoxy-2-  
methylphenyl)methyl]amino] -2- [[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino] -  
propanamide;

10 (2S) -N-tert-Butyl-3- [[ (2,3-dimethyl-4-methoxy-  
phenyl)methyl]amino] -2- [[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino] -  
propanamide;

15 (2S) -N-tert-Butyl-3- [[ (4-cyano-2-  
methylphenyl)methyl]amino] -2- [[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino] -  
propanamide;

20 (2S) -N-tert-Butyl-3- [[ (4-ethylphenyl)methyl]amino] -2-  
[[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino] -  
propanamide;

25 (2S) -N-tert-Butyl-3- [[ (2-methyl-4-  
vinylphenyl)methyl]amino] -2- [[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino] -  
propanamide;

30 (2S) -N-tert-Butyl-3- [[ (4-ethyl-2-  
methylphenyl)methyl]amino] -2- [[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino] -  
propanamide;

## AMENDMENTS TO THE CLAIMS

(2S)-N-tert-Butyl-3-[[[4-isopropylphenyl)methyl]amino]-  
2-[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
5 propanamide;

(2S)-N-tert-Butyl-3-[[[4-butylphenyl)methyl]amino]-2-  
[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
10 propanamide;

(2S)-N-tert-Butyl-3-[[[4-  
dimethylaminophenyl)methyl]amino]-2-[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
15 propanamide;

(2S)-N-tert-Butyl-3-[[[4-dimethylamino-2-  
methylphenyl)methyl]amino]-2-[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
20 propanamide;

(2S)-N-tert-Butyl-3-[[[4-  
methylthiophenyl)methyl]amino]-2-[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
25 propanamide;

(2S)-N-tert-Butyl-3-[[[4-  
methylsulfonylphenyl)methyl]amino]-2-[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
30 propanamide;

## AMENDMENTS TO THE CLAIMS

(2S) -N-tert-Butyl-3-[[[4-trifluoromethoxyphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

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(2S) -N-tert-Butyl-3-[[[3-amino-4-methylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

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(2S) -N-tert-Butyl-3-[[[2-methylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

15

(2S) -N-tert-Butyl-3-[[[2-ethylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

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(2R) -N-Ethyl-3-[[[2,4-dimethylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

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(2R) -N-tert-Butyl-3-[[[2,4-dimethylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

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(2R) -N-[(2-methyl)hydroxyprop-2-yl]-3-[[[2,4-dimethylphenyl)methyl]amino]-2-[[[3-

## AMENDMENTS TO THE CLAIMS

(trifluoromethyl)benzoyl]amino]acetyl]amino] -  
propanamide;

5 (2S) -N-tert-Amyl-3-[[[(2,4-dimethylphenyl)methyl]amino]-  
2-[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino] -  
propanamide;

10 (2S) -N-[(2-methyl)hydroxyprop-2-yl]-3-[[[(2,4-  
dimethylphenyl)methyl]amino]-2-[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino] -  
propanamide;

15 (2S) -N-[(1-methyl)cycloprop-1-yl]-3-[[[(2,4-  
dimethylphenyl)methyl]amino]-2-[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino] -  
propanamide;

20 (2S) -N-Cyclopentyl-3-[[[(2,4-  
dimethylphenyl)methyl]amino]-2-[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino] -  
propanamide;

25 (2S) -N-Cyclohexyl-3-[[[(2,4-  
dimethylphenyl)methyl]amino]-2-[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino] -  
propanamide;

30 (2S) -N-( $\beta,\beta,\beta$ -Trifluoro)ethyl-3-[[[(2,4-  
dimethylphenyl)methyl]amino]-2-[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino] -  
propanamide;

## AMENDMENTS TO THE CLAIMS

(2S)-N-Allyl-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-  
[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
5 propanamide;

(2S)-N-Cyclopropylmethyl-3-[[[(2,4-  
dimethylphenyl)methyl]amino]-2-[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
10 propanamide;

N-[2-[[[(2S)-3-[[[(2,4-dimethylphenyl)methyl]amino]-1-  
(pyrrolid-3-enyl)-1-oxopropyl-2-amino]-2-  
oxoethyl]-3-(trifluoromethyl)benzamide;

15 N-[2-[[[(2S)-3-[[[(2,4-dimethylphenyl)methyl]amino]-1-  
(pyrrolidinyl)-1-oxopropyl-2-amino]-2-oxoethyl]-3-  
(trifluoromethyl)benzamide;

20 N-[2-[[[(2S)-3-[[[(2,4-dimethylphenyl)methyl]amino]-1-  
(morpholinyl)-1-oxopropyl-2-amino]-2-oxoethyl]-3-  
(trifluoromethyl)benzamide;

(2S)-N-Isobutyl-3-[[[(2,4-dimethylphenyl)methyl]amino]-  
25 2-[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanamide;

(2S)-N-sec-Butyl-3-[[[(2,4-dimethylphenyl)methyl]amino]-  
30 2-[[[3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino]-  
propanamide;

## AMENDMENTS TO THE CLAIMS

(2S)-N-tert-Butyl-4-[[ (2,4-dimethylphenyl)methyl]amino]-3-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;

(2S,3R)-N-Ethyl-3-[[ (2,4-dimethylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;

(2S,3R)-N-Ethyl-3-[[ (4-bromophenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;

Methyl (2R)-2-[[ (2,4-dimethylphenyl)methyl]amino]-3-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanoate;

(2R)-N-Ethyl-2-[[ (2,4-dimethylphenyl)methyl]amino]-3-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

Methyl (2S)-4-[[ (2,4-dimethylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanoate;

## AMENDMENTS TO THE CLAIMS

(2S)-4-[[[(2,4-dimethylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;

5 (2S)-N-Ethyl-4-[[[(2,4-dimethylphenyl)methyl]amino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;

10 (2S)-N-Ethyl-4-[[[(2,4-dimethylphenyl)methyl]methyamino]-2-[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-butanamide;

15 (2S)-N-tert-Butyl-2-[[[2-[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-[[[(2,4-dimethylphenyl)methyl]amino]-butanamide;

20 (2S)-N-tert-Butyl-2-[[[2-[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-[[[(2,4-dimethylphenyl)methyl]methyamino]-butanamide;

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(2S)-N-tert-Butyl-2-[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-[[[(2,4-dimethylphenyl)methyl]amino]-butanamide;

30 (2S)-N-tert-Butyl-2-[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-4-



## AMENDMENTS TO THE CLAIMS

[[ (2,4-dimethylphenyl)methyl]methylamino] -  
butanamide;

5 (2S) -N-tert-Butyl-2-[[[ (3-amino-5-  
(trifluoromethyl)benzoyl]amino]acetyl]amino] -4-  
[[ (2,4-dimethylphenyl)methyl]amino] -butanamide;

10 (2S) -N-tert-Butyl-2-[[[ (3-amino-5-  
(trifluoromethyl)benzoyl]amino]acetyl]amino] -4-  
[[ (4-ethylphenyl)methyl]amino] -butanamide;

15 (2S) -N-tert-Butyl-4-[[ (2,4-  
dimethylphenyl)methyl]amino] - 2-[[[ (3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino] -  
butanamide;

20 (2S) -N-tert-Butyl-4-[[ (4-ethylphenyl)methyl]amino] -2-  
[[[ (3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino] -  
butanamide;

25 (2S) -N-Ethyl-5-[[ (2,4-dimethylphenyl)methyl]amino] -2-  
[[[ (3-  
(trifluoromethyl)benzoyl]amino]acetyl]amino] -  
pentanamide;

30 N- [2-[[ (1S, 2S/R) -1-[[[ (2,4-  
dimethylphenyl)methyl]methylamino]methyl] -2-  
hydroxy-3- (methyl)butyl]amino] -2-oxoethyl] -3-  
(trifluoromethyl)benzamide;

## AMENDMENTS TO THE CLAIMS

*N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]methylamino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(isopropylamino) carbonyl]amino]-5-(trifluoromethyl)benzamide;

*N*-[2-[[[(1*S*, 2*S*)-1-[[[(2,4-dimethylphenyl)methyl]isopropylamino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(isopropylamino) carbonyl]amino]-5-(trifluoromethyl)benzamide;

*N*-[2-[[[(1*S*, 2*S*)-1-[[[(4-ethylphenyl)methyl]methylamino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(isopropylamino) carbonyl]amino]-5-(trifluoromethyl)benzamide;

*N*-[2-[[[(1*S*, 2*S*)-1-[[[(4-ethylphenyl)methyl]isopropylamino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[[(isopropylamino) carbonyl]amino]-5-(trifluoromethyl)benzamide;

(2*S*)-*N*-*tert*-Butyl-3-[[[(2,4-dimethylphenyl)methyl]methylamino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-propanamide;

*N*-[2-[[[1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

## AMENDMENTS TO THE CLAIMS

*N*-[2-[[1-[[[(4-chlorophenyl)methyl]amino]methyl]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

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*N*-[2-[[1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]cyclopentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

10 *N*-[2-[[1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]cyclopentyl]amino]-2-oxoethyl]-2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

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*N*-[2-[[1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]cyclopropyl]amino]-2-oxoethyl]-2-[[[(1,1-dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide;

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*N*-[2-[[1-[[[(2,4-dimethylphenyl)methyl]amino]methyl]cyclopropyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide; and

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(2*S*)-*N*-Ethyl-3-[[[(2,4-dimethylphenyl)methyl]amino]-2-[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-2-methyl-propanamide.

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## AMENDMENTS TO THE CLAIMS

15. (ORIGINAL) A pharmaceutical composition,  
comprising a pharmaceutically acceptable carrier and a  
therapeutically effective amount of a compound of claim  
1.

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16. (ORIGINAL) A method for modulation of  
chemokine or chemokine receptor activity comprising  
administering to a patient in need thereof a  
therapeutically effective amount of a compound of claim  
1.

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17. (ORIGINAL) A method for modulation of MCP-1,  
MCP-2, MCP-3 and MCP-4, and MCP-5 activity that is  
mediated by the CCR2 receptor comprising administering  
to a patient in need thereof a therapeutically  
effective amount of a compound of claim 1.

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18. (ORIGINAL) A method for modulation of MCP-1  
activity comprising administering to a patient in need  
thereof a therapeutically effective amount of a  
compound of claim 1.

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19. (PREVIOUSLY AMENDED) A method for treating  
disorders, comprising administering to a patient in  
need thereof a therapeutically effective amount of a  
compound of claims 1, said disorders being selected  
from osteoarthritis, aneurism, fever, cardiovascular  
effects, Crohn's disease, congestive heart failure,  
autoimmune diseases, HIV-infection, HIV-associated  
dementia, psoriasis, idiopathic pulmonary fibrosis,  
transplant arteriosclerosis, physically- or chemically-  
induced brain trauma, inflammatory bowel disease,

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## AMENDMENTS TO THE CLAIMS

alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum nephritis, glomerularnephritis, asthma, multiple sclerosis, artherosclerosis, and rheumatoid arthritis.

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20. (PREVIOUSLY AMENDED) The method for treating disorders, of claim 19, wherein said disorders being selected from psoriasis, idiopathic pulmonary fibrosis, transplant arteriosclerosis, physically- or chemically- induced brain trauma, inflammatory bowel disease, alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum nephritis, glomerularnephritis, asthma, multiple sclerosis, artherosclerosis, and rheumatoid arthritis.

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21. (PREVIOUSLY AMENDED) The method for treating disorders, of claim 20, wherein said disorders being selected from alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum nephritis, glomerularnephritis, asthma, multiple sclerosis, artherosclerosis, and rheumatoid arthritis.

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22. (PREVIOUSLY AMENDED) The method for treating disorders, of claim 21, wherein said disorders being selected from asthma, multiple sclerosis, artherosclerosis, and rheumatoid arthritis.

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23. (PREVIOUSLY AMENDED) A method for treating rheumatoid arthritis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

## AMENDMENTS TO THE CLAIMS

24. (PREVIOUSLY AMENDED) A method for treating multiple sclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

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25. (PREVIOUSLY AMENDED) A method for treating atherosclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

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26. (PREVIOUSLY AMENDED) A method for treating asthma, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

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27. (PREVIOUSLY AMENDED) A method for treating inflammatory diseases, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

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28. (ORIGINAL) A method for modulation of CCR2 activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

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29. (PREVIOUSLY PRESENTED) A method for treating disorders, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claims 10, said disorders being selected from asthma, multiple sclerosis, atherosclerosis, and rheumatoid arthritis.

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## AMENDMENTS TO THE CLAIMS

30. (PREVIOUSLY PRESENTED) A method for treating rheumatoid arthritis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

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31. (PREVIOUSLY PRESENTED) A method for treating multiple sclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

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32. (PREVIOUSLY PRESENTED) A method for treating atherosclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

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33. (PREVIOUSLY PRESENTED) A method for treating asthma, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

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34. (PREVIOUSLY PRESENTED) A method for treating inflammatory diseases, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.

25

35. (PREVIOUSLY PRESENTED) A method for modulation of CCR2 activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 10.